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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: TAMPA CORPORATE SERVICES, INC. D/B/A CORPORA
CONTACT: JULIO C EXQUIVEL
PHONE: (813)977-5203

ACCT#: 105404002242

FAX #: (813)632-2797

NAME: ATLANTIC GOLD, INC.

AUDIT NUMBER.....H97000020274

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS...1

PAGES..... 4

CERT. COPIES.....0

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(904)922-3709 12/10/97 10:07 Florida Department pl 71



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 10, 1997

TAMPA CORPORATE SERVICES

SUBJECT: ATLANTIC GOLD, INC.
REF: W97000027540

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent and street address must be consistent wherever it appears in your document.

If you have any further questions concerning your document, please call (850) 487-6925.

Barbara Brock
Document Specialist

FAX Aud. #: H97000020274
Letter Number: 397A00058121

- Please advise on what is inconsistent in these docs.?

H97000020274

ARTICLES OF INCORPORATION

Article I. Name

EFFECTIVE DATE
12-9-1997

The name of this Florida corporation is:
Atlantic Gold, Inc.

Article II. Address

The mailing address of the Corporation is:
Atlantic Gold, Inc.
4315 Creekside Blvd.
Kissimmee FL 34746

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Corporate Creations Enterprises, Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:
Julia Ann Benjamin

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Corporate Creations
15210 Amberly Drive • Suite 328
Tampa FL 33647
(813) 977-5203

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

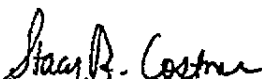
The name and address of the incorporator is:

Corporate Creations
15210 Amberly Drive • Suite 328
Tampa FL 33647

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on December 9, 1997.

The undersigned incorporator executed these Articles of Incorporation on December 9, 1997.



CORPORATE CREATIONS
Stacy R. Costner Vice President

Corporate Creations
15210 Amberly Drive • Suite 328
Tampa FL 33647
(813) 977-5203

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

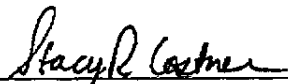
CORPORATION:

Atlantic Gold, Inc.

REGISTERED AGENT/OFFICE:

Corporate Creations Enterprises, Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



CORPORATE CREATIONS ENTERPRISES, INC.
by Stacy R. Costner as attorney-in-fact
Corporate Creations
15210 Amberly Drive • Suite 328
Tampa FL 33647
(813) 977-5203

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