



THE UNITED STATES
CORPORATION
COMPANY

P98000003130

ACCOUNT NO. : 072100000032

REFERENCE : 664981 7142881

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 12, 1998

ORDER TIME : 10:50 AM

ORDER NO. : 664981-005

CUSTOMER NO: 7142881

CUSTOMER: Mr. Donald A. Lamb
ATM CAPITAL CORPORATION

Suite 150
3001 Executive Drive
Clearwater, FL 34622

400002397074--8
-01/12/98--01058--009
****122.50 ****122.50

DOMESTIC FILING

NAME: ATM FRANCHISE GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 12 PM 3:48

RECEIVED
98 JAN 12 PM 1:19
DIVISION OF CORPORATION

86-81-1
105

TRANSMITTAL LETTER

January 9, 1998

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Subject: ATM Franchise Group

Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation and a check for \$122.50 to cover the cost of filing and certificate and a certified copy.

Sincerely,

Donald Lamb

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 12 PM 3:48

ARTICLES OF INCORPORATION

The undersigned incorporator(s) for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation will be:

ATM Franchise Group, Inc.

ARTICLE II PRINCIPLE OFFICE

The principle place of business and mailing address of this corporation shall be:

3001 Executive Drive, Suite 150
Clearwater, FL 33762

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

20,000,000

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

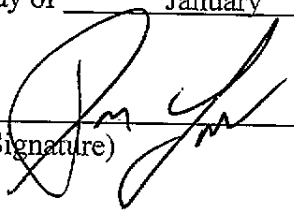
Donald A. Lamb
2840 W. Bay Drive, #261
Belleair Bluffs, FL 33770

ARTICLE V INCORPORATOR(S)

The name(s) and address(es) of the incorporators of this corporation are:

Donald Lamb
2840 W. Bay Drive, #261
Belleair Bluffs, FL 33770

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this 9th
day of January, 1999.


(Signature)

(Signature)

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 JAN 12 PM 3:48

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTIONS 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: ATM Franchise Froup, Inc.
2. The name and address of the registered agent and office is:

Donald Lamb
2840 W. Bay Drive, #261
Belleair Bluffs, FL 33770

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

(Signature)

1-9-98
(Date)