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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: FORT ATLANTIC FUNDING CORP.
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ARTICLES OF INCORPORATION

OF

FORT ATLANTIC FUNDING CORP.

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TALLAHASSEE FLORIDA

I, the undersigned incorporator of this corporation under Florida Statute 607, as amended, do hereby form a corporation and adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation is: FORT ATLANTIC FUNDING CORP.

ARTICLE II

PURPOSE AND NATURE OF BUSINESS

The purposes of this corporation and the general nature of the business to be conducted are as follows:

A. To engage in any business, activity, or endeavor which is lawful under the laws of the State of Florida.

ARTICLE III

INITIAL PRINCIPAL PLACE OF BUSINESS

The initial principal place of business is 33 N.E. 2nd Street, Suite 101, Fort Lauderdale, Florida 33301.

ARTICLE IV

DURATION OF CORPORATION

This corporation is to have perpetual existence commencing on the date of filing of these Articles of Incorporation.

Prepared by:
Mark I. Blumstein, Esq.
Fla. Bar No. 0623512
33 N.E. 2nd Street, Suite 101
Ft. Lauderdale, Florida 33301
(954) 527-9080

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ARTICLE V

CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is One Thousand (1000) shares of common stock with no par value.

ARTICLE VI

INITIAL CAPITAL CONTRIBUTION

The amount of capital with which this corporation shall begin business shall be not less than Five Hundred (\$500.00) Dollars.

ARTICLE VII

SUBSCRIBERS

The name and address of the subscriber of these Articles of Incorporation and the number of shares he has elected to take are as follows:

Mark I. Blumstein	33 N.E. 2nd Street, Suite 101 1 Share Fort. Lauderdale, Florida 33301
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ARTICLE VIII

DIRECTORS

The initial number of Directors of this corporation shall be one (1). The number of Directors may be increased from time to time by a vote of the stockholders in conformity with the By-Laws of this corporation but shall never be less than one (1).

ARTICLE IX

INITIAL BOARD OF DIRECTORS

The name and address of the members of the initial Board of Directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws, and the Corporation Laws of the State of Florida, shall hold office for the first year of the

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corporation's existence, or until his successor(s) is elected and qualified, is:

Erling Pedersen

1845 Merion Lane
Coral Springs, Florida 33071

ARTICLE X

VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE XI

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 33 N.E. 2nd Street, Suite 101, Fort Lauderdale, Florida 33301, and the name of the initial Registered Agent of this corporation at that address is MARK I. BLUMSTEIN.

ARTICLE XIII

INDEMNIFICATION


The corporation shall indemnify any Officer or Director, or

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any former Officer or Director, to the full extent permitted by law.

DATED this 12 day of January, 1998.


Mark I. Blumstein

STATE OF FLORIDA }

COUNTY OF BROWARD }

BEFORE ME, the undersigned authority, personally appeared Mark Blumstein, to me well known to be the person described in and who executed the foregoing Certificate of Incorporation, and who acknowledged before me, according to law, that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Ft. Lauderdale, Broward County, Florida, this 12 day of January, 1998.


Notary Public



EVE WAGNER ROSEN
COMMISSION # CC 671630
EXPIRES SEP 16, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

My Commission Expires:

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FORT ATLANTIC FUNDING CORP.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE PURPOSES OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST, THAT FORT ATLANTIC FUNDING CORP., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF FORT LAUDERDALE, COUNTY OF BROWARD, STATE OF FLORIDA, HAS NAMED MARK I. BLUMSTEIN, 33 N.E. 2ND STREET, SUITE 101, FORT LAUDERDALE, FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Dated: 1-12-98


Mark I. Blumstein, Esquire

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

Dated: 1-12-98


Mark I. Blumstein, Registered Agent

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