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CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: ATLAS CONSULTANTS, INC.

AUDIT NUMBER.....H98000003693

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

CERT. OF STATUS..0

PAGES.....4

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ARTICLES OF INCORPORATION

<sup>(4)</sup>  
H98000003693 OF  
ATLAS CONSULTANTS, INC.

The undersigned incorporator for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST: The name of the Corporation is ATLAS CONSULTANTS, INC.  
(the "Corporation").
- SECOND: The principal office address and mailing address of the Corporation is  
2054 Henley Place, Wellington, FL 33414.
- THIRD: The Corporation is authorized to issue 1,000 shares of common stock,  
par value \$.001 per share.
- FOURTH: The street address of the initial registered office of the Corporation is:  
2054 Henley Place, Wellington, FL 33414, and the registered agent at  
that address is Pamela L. Rockley.
- FIFTH: The name and address of the incorporator of the Corporation is:  
Pamela L. Rockley, 2054 Henley Place, Wellington, FL 33414.
- SIXTH: The Corporation is organized for the purpose of transacting any and all  
lawful activities or business for which corporations maybe formed under  
Chapter 607 of the Florida Statutes.
- SEVENTH: The Corporation shall have one director initially and the number  
of directors may be increased or diminished from time to time as  
provided in the Bylaws but shall never be less than one. The name and  
address of the initial director of the Corporation is: Pamela L. Rockley,  
2054 Henley Place, Wellington, FL 33414.

*Prepared by:*  
Cory B. Nass, Esq.  
1801 Clint Moore Road  
Suite 100  
Boca Raton, FL 33487  
(561) 998-8884  
FL Bar No. 0003956

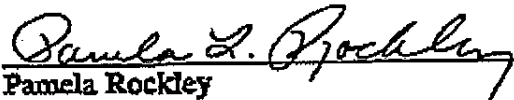
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- EIGHTH:** The corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.
- NINTH:** The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.
- TENTH:** The corporate existence of the Corporation shall commence on upon the filing of the Articles of Incorporation with the State of Florida.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 24<sup>TH</sup> day of February, 1998.

  
Pamela Rockley

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## ACCEPTANCE OF APPOINTMENT

OF

## REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

Pamela L. Rockley  
Pamela L. Rockley  
Dated: 2/24/98

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