

3/05/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 110432003053

CONTACT: LUIS URIARTE

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: THE ATLANTIC GROUP HOLDINGS CORP.

AUDIT NUMBER.....H98000004449

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

CERT. OF STATUS..1

PAGES.....4

CERT. COPIES.....0

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ARTICLES OF INCORPORATION

Article I. Name

EFFECTIVE DATE

The name of this Florida corporation is: 3-5-98
The Atlantic Group Holdings Corp.

Article II. Address

The mailing address of the Corporation is:
The Atlantic Group Holdings Corp.
137 East Atlantic Avenue
Delray Beach FL 33444

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Aldo Comigliaro
5157 Howell Lane
Palm Beach Gardens FL 33418

Article IV. Board of Directors

The incorporator shall hold an organizational meeting or execute a written consent to elect a Board of Directors who shall complete the organization of the Corporation.

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.

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Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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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

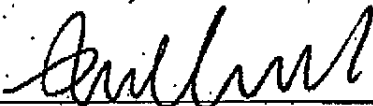
The name and address of the incorporator is:

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on March 5, 1998.

The undersigned incorporator executed these Articles of Incorporation on March 5, 1998.



CORPORATE CREATIONS INTERNATIONAL INC.
Luis A. Uriarte Vice President

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

The Atlantic Group Holdings Corp.

REGISTERED AGENT/OFFICE:

**Aldo Comigliaro
5157 Howell Lane
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.



ALDO COMIGLIARO
by L.A. Uriarte as attorney-in-fact

Date: March 5, 1998

**Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686**

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