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March 25, 1998

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

Re: ATC Group, Inc.

100002472441--0  
-03/30/98--01097--010  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir or Madam:

Enclosed is an original and one (1) copy of the Articles of Incorporation for the above-referenced proposed corporation. Upon review of the name availability list, and upon conversation with you, we are aware of a similar name on file.


Please file these documents at your earliest opportunity and provide me with a file-stamped copy of the articles and a Certificate of Status by return mail.

I enclose a check for payment of the combined fees of:

<input type="checkbox"/> \$70	<input checked="" type="checkbox"/> \$78.75	<input type="checkbox"/> \$122.50	<input type="checkbox"/> \$131.25
Filing Fees	Filing Fee &	Filing Fee &	Filing Fee,
Only	Certificate of	Certified copy	Certified Copy
	Status		& Certificate
	Additional copy of articles enclosed.		

Thank you for your assistance. Please call me if you have any questions.

Sincerely,

  
Jill W. Crew  
Enclosures

FILED  
98 MAR 30 PM 2:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. BROCK APR 2 1998

**ARTICLES OF INCORPORATION  
OF  
ATC GROUP, INC.**

In compliance with the requirements of F. S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

**Article I  
Name of Corporation**

The name of the corporation (the "Corporation") is **ATC Group, Inc.**

**Article II  
Principal Office**

The principal place of business of the Corporation is: 3201 Wells Beach Road, Navarre, FL. 32566. The mailing address of the Corporation is: P.O. Box 5150, Navarre, FL 32566.

**Article III  
Authorized Shares**

The maximum number of shares the Corporation is authorized to issue is 1,000, all of which shall be Common Shares, with a par value of \$.01 per share. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

**Article IV  
Registered Agent**

The initial registered agent for the Corporation is: Crew & Crew, P.A., a Florida corporation. The street address of the Corporation's registered agent is: Crew & Crew, P.A., 25 NE 88th Beal Parkway, Suite 210, Fort Walton Beach, Florida 32548.

**FILED**  
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CLERK OF STATE  
TALLAHASSEE, FLORIDA

**Article V**  
**Board of Directors**

The initial board of directors shall consist of one (1) member. The name and address of the person who will serve on the initial board of directors is:

John M. Pistone  
3201 Wells Beach Road  
Navarre, FL. 32566

**Article VI**  
**Incorporator**

The name and address of the person signing these articles of incorporation is: John M. Pistone, 3201 Wells Beach Road, Navarre, FL. 32566.

**Article VII**  
**Indemnification**

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on March 24, 1998.

  
\_\_\_\_\_  
JOHN M. PISTONE

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for the Corporation at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. § 607.0501(3).

Date: March 24, 1998

Crew & Crew, P.A., a Florida  
corporation

By: Jill W. Crew  
Jill W. Crew  
Vice - President

**FILED**  
98 MAR 30 PM 2:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA