



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 792485 7142881

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : April 23, 1998

ORDER TIME : 10:07 AM

ORDER NO. : 792485-005

CUSTOMER NO: 7142881

CUSTOMER: Mr. Donald A. Lamb
ATM CAPITAL CORPORATION

Suite 150
3001 Executive Drive
Clearwater, FL 34622

700002497817--6
-04/23/98--01052--013
****122.50 ****122.50

DOMESTIC FILING

NAME: ATM CAPITAL FUNDING
CORPORATION

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: Christopher Smith

EXAMINER'S INITIALS:

cf 4/23/98

RECEIVED
98 APR 23 AM 11:40
DIVISION OF CORPORATION

FILED
98 APR 23 PM 2:32
SECRETARY OF STATE
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 23 PM 2:32

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 CAPITAL FUNDING CORPORATION

ARTICLE II PRINCIPLE OFFICE

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

15373 Roosevelt Blvd.
Suite 203
Clearwater, FL 33760

ARTICLE III SHARES

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

10,000

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

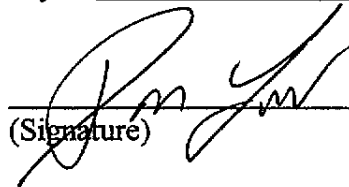
Donald A. Lamb
2840 W. Bay Drive, #261
Belleair Bluffs, FL 33770

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 21
day of APRIL, 1998.


(Signature)

(Signature)

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DIVISION OF CORPORATIONS
98 APR 23 PM 2:32

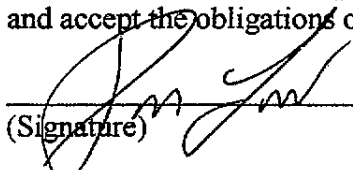
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

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 CAPITAL FUNDING CORPORATION
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)

4-20-98
(Date)