

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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DIVISION OF CORPORATIONS

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at-machine Services, Inc.

- Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File 300002552633-3 -05/03/98-01043-016 ***122.50 ***122.50
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

Signature _____

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Name Date Time

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**ARTICLES OF INCORPORATION
OF
AT-MACHINE SERVICES, INC.**

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ARTICLE I.

NAME

The name of the Corporation is: AT-MACHINE SERVICES, INC.

ARTICLE II.

DURATION

This Corporation shall have perpetual existence.

ARTICLE III.

PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV.

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation is 980 N. Federal Highway, Boca Raton, Florida, 33432.

ARTICLE V.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 980 N. Federal Highway, Suite 410, Boca Raton, Florida, 33432, and the name of the initial registered agent of this Corporation at that address is David B. Dickenson.

ARTICLE VI.

BOARD OF DIRECTORS

This Corporation shall have one (2) directors initially.

The number of directors may be increased or decreased from time to time by the By-Laws. The name and address of the initial director is:

David B. Dickenson
980 N. Federal Highway, Suite 410
Boca Raton, Florida 33432

ARTICLE VII.

CAPITAL STOCK

This Corporation is authorized to issue Five Thousand (5000) shares of ONE DOLLAR (\$1.00) par value stock.

A majority of the outstanding shares shall constitute a quorum at shareholders' meetings unless the By-Laws shall make provision for some lesser percentage of shares (but not less than 33-1/3%).

ARTICLE VIII.

INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

David B. Dickenson
980 N. Federal Highway, Suite 410
Boca Raton, Florida 33432

ARTICLE IX.

POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida Business Corporations Act.

ARTICLE X.

MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of a conference telephone as provided by law.

ARTICLE XI.

ACTION BY BOARD OF DIRECTORS WITHOUT A MEETING

The directors of this Corporation may take action by written consent, as provided by law.

ARTICLE XII.

INDEMNIFICATION


The Corporation shall indemnify any officer, director, employee or agent or any former officer, director, employee or agent to the full extent permitted by law.

ARTICLE XIII.

AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles, or any amendments hereto, and any right conferred upon the shareholders is subject to this reservation.

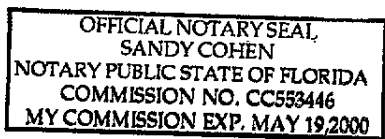
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 4th day of June, 1998.

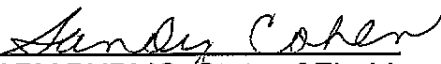


DAVID B. DICKENSON

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Articles of Incorporation were acknowledged before me this 4th day of June, 1998, by DAVID B. DICKENSON. He is personally known to me, or _____ produced _____ as identification.



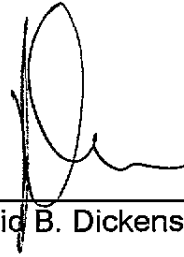


NOTARY PUBLIC, State of Florida
[SEAL]
SANDY COHEN
Printed Name of Notary/Serial Number
My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

The undersigned being named as Registered Agent to accept service of process of AT-MACHINE SERVICES, INC., at the place designated in these Articles, hereby agrees to act in that capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of those duties.

Date: June 4, 1998



David B. Dickenson

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