

P98000055592

Thomas L. Birt, Jr
3345 San Bernadino Street
Clearwater, Florida 33759

June 15, 1998

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

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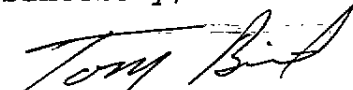
Dear Sir,

Enclosed please find a check in the amount of \$122.50 for the incorporation fees for Av Atlantic, Inc.

Please return the certified copy to me at 3345 San Bernadino Street, Clearwater, FL 33759.

If you have any questions, please call me at (813) 724-1847.

Sincerely,


Thomas L. Birt, Jr

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T.SMITH JUN 19 1998

ARTICLES OF INCORPORATION
OF
AV ATLANTIC, INC.

The undersigned, for the purpose of forming a INC.
under the Florida General corporation Act, hereby adopts the
following Articles of Incorporation.

ARTICLE ONE

NAME

The Corporate name is: AV ATLANTIC, INC.

ARTICLE TWO

DURATION

The duration of the Corporation is perpetual.

ARTICLE THREE

PURPOSE

The Corporation may transact any and all lawful
business for which corporations may be incorporated under
the Florida General Corporations Act.

ARTICLE FOUR

CAPITAL STOCK

The aggregate number of shares for which the
Corporation has authority to issue is 100,000. All of which
shall be common shares with a par value of ten cents.

ARTICLE FIVE

REGISTERED OFFICE

The street address of the initial Registered Office of
the Corporation is: 3345 San Bernadino Street
Clearwater, Florida 33759

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TALLAHASSEE, FLORIDA

ARTICLE SIX

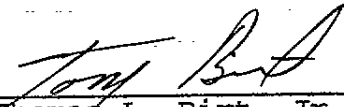
DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of a minimum of one director and a maximum of five directors.

ARTICLE SEVEN

The name and address of the Incorporator is:
Thomas L. Birt, Jr.
3345 San Bernadino Street
Clearwater, Florida 33759

IN WITNESS WHEREOF. I have Subscribed my name this 15 day of
June, 1998.




Thomas L. Birt, Jr. Incorporator

STATE OF FLORIDA

COUNTY OF PINELLAS

On this 15th day of JUNE, 1998 before me personally appeared Thomas L. Birt, Jr known to be the person whose name is subscribed to the within instrument, and acknowledged that he has executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.


NOTARY PUBLIC
GLEN W. ARNETTE
MY COMMISSION # CC357198 EXPIRES
August 13, 1998
BONDED THRU TROY FAIN INSURANCE, INC.

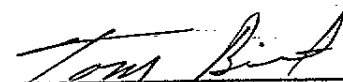
CERTIFICATE OF REGISTERED AGENT

Pursuant to 48.091 Florida statutes, the following is submitted in compliance with said act; that **AV ATLANTIC, INC.** desiring to organize under the laws of the state of Florida, with its principal place of business at 3345 San Bernadino Street, Clearwater, FL 33759, named Thomas L. Birt, Jr as its agent to accept service of process within Florida.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated Corporation at the place designated in the Certificate, I hereby agree to act in this capacity and to comply with the provisions of said statutes relative to the proper and complete performance of my duties.

DATED: This 15 day of June, 1998.


Thomas L. Birt, Jr

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TALLAHASSEE, FLORIDA