

**CORPORATE
ACCESS,
INC.**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

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Articles

1.) Atlantic International Funding, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

EFFECTIVE DATE

7-20-98

3.) _____
(CORPORATE NAME & DOCUMENT #)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P. Hall

JUL 22 1998

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DIVISION OF CORPORATE

ARTICLES OF INCORPORATION

OF

ATLANTIC INTERNATIONAL FUNDING, INC.

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TALLAHASSEE, FLORIDA

Pursuant to Section 607.0202, Florida Statutes, the undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

EFFECTIVE DATE
7-20-98

ARTICLE 1. NAME

The name of the corporation is: ATLANTIC INTERNATIONAL FUNDING, INC.

ARTICLE 2. DURATION

The duration of the corporation is perpetual.

ARTICLE 3. PURPOSE

The general purposes for which the corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporations Act. No other purpose limits this general purpose in any way.

B. To do other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

ARTICLE 4. CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is One Hundred (100) shares of common stock. Those shares shall be of a single class and shall have a par value of \$1.00 per share.

ARTICLE 5. PRINCIPAL OFFICE

The principal office of the corporation is 7110 SE 12 CIR, OCALA, Florida 34472 and the mailing address of the corporation is Post Office Box 222, OCALA, Florida 34478.

ARTICLE 6. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the corporation is 7110 SE 12TH CIR, OCALA, Florida 34472 and the name of the Registered Agent at that address is SALVATORE T. GRANATA.

ARTICLE 7. INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors is ONE. The number of Directors may be increased or decreased from time to time in accordance with the By Laws, but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

SALVATORE T. GRANATA
7110 SE 12TH CIR
P.O. BOX 222
OCALA, FL 34478

ARTICLE 8. INCORPORATORS

The name and address of each incorporator is as follows:

SALVATORE T. GRANATA
7110 SE 12TH CIR
OCALA, FL 34472

ARTICLE 9. AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE 10. INDEMNIFICATION

The corporation shall indemnify each officer and director, including former officers and directors, to the full extent permitted by law.

ARTICLE 11. RIGHTS OF INITIAL DIRECTORS

Each of the initial Directors shall have the right to be a director of the corporation as long as that respective Director is a shareholder of the corporation. By acquiring stock in this corporation, each shareholder agrees to abide by this right and to elect each of the initial Directors

named in these Articles of Incorporation to the office of Director as long as the Director is a shareholder of the corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is a shareholder of the corporation at the time of the amendment.

ARTICLE 12. BY LAWS

The power to adopt, alter, amend and repeal the By Laws shall be vested in the Board of directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the shareholders.

ARTICLE 13. COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with Section 607.01401, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE 14. SHAREHOLDER QUORUM AND VOTING

Fifty one (51) percent of the shares entitled to vote represented in person or by proxy shall constitute a quorum at a meeting of the Shareholders. If a quorum is present, the affirmative vote of fifty one (51) percent of the shares entitled to vote shall be an act of the Shareholders.

ARTICLE 15. DIRECTOR QUORUM AND VOTING

A majority of the Directors shall constitute a quorum at a meeting of the Directors. If a quorum is present, the affirmative vote of a majority of all the Directors of the Corporation shall be an act of the Board of Directors.

ARTICLE 16. DIVIDENDS

Dividends may be paid to the Shareholders.

ARTICLE 17. INFORMAL SHAREHOLDER ACTION

Any action of the shareholders may be taken without a meeting, if consent in writing, setting forth the action so taken shall be signed by all of the persons who are entitled to vote on such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

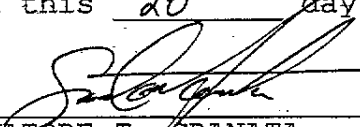
ARTICLE 18. INFORMAL DIRECTOR ACTION

Any action of the Board of Directors may be taken without a meeting, if consent in writing, setting forth the action so taken shall be signed by all of the persons who are entitled to vote on such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

ARTICLE 19. SHAREHOLDER AGREEMENT

The shareholders or subscribers to stock of this corporation shall be authorized to enter into any agreement between themselves and with the Corporation abridging, limiting or restricting or changing the rights of interests of any one or more of the Shareholders or subscribers of stock to sell, assign, mortgage, pledge, hypothecate, or transfer on the books of the corporation any and all of the shares of the corporation. A copy of the agreement shall be filed with the Corporation and all certificates of stock shall state they are subject to the terms of the agreement and the stock shall not thereafter be transferred on the books of the corporation except in accordance with the terms and conditions of the agreement.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation, on this 20 day of July, 1998.



SALVATORE T. GRANATA
INCORPORATOR

STATE OF FLORIDA
COUNTY OF MARION

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid to take acknowledgments, personally appeared SALVATORE T. GRANATA, who is personally known to me or who provided a Florida Drivers License as identification, and who did not take an oath.

WITNESS my hand and official seal in the County and State aforesaid on this _____ day of _____, 1998.

Notary Public
Print Name of Notary:

CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of Section 607.0505, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office and agent in the State of Florida:

1. The name of the corporation is ATLANTIC INTERNATIONAL FUNDING, INC.

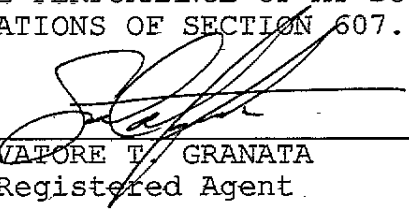
2. The name of the registered agent is SALVATORE T. GRANATA and address of the registered agent and office is 7110 SE 12TH CIR OCALA, FL 34478.



SALVATORE T. GRANATA, INCORPORATOR

Date: 7-20-98

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATED TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.



SALVATORE T. GRANATA
As Registered Agent

Date: 7-20-98

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TALLAHASSEE, FLORIDA