

**Atlantic Capital Trust, Inc**

701 N. Federal Hwy., Suite 101, Stuart, FL 34994  
Stuart, Florida 32994

Phone (561) 692-3368  
Fax (561) 692-9068

799000042095

April 30, 1999

Florida Secretary of State  
Domestic Corporation Filings Section  
P.O.Box 6327  
Tallahassee, Florida 32314

Re: Atlantic Capital Trust, Inc.

300002863363--1  
-05/05/99--01046--015  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Secretary,

The enclosed articles were executed for filing in October 1998 (as attested by notarial signatures and seals).  
However, the papers were apparently never received by your office for official filing.

Please, therefore, file the enclosed articles at once...<sup>you bureaucratic bastards!</sup> telephoning my attorney Frederick Graves (561-334-4447) if you have any questions or require anything further.

Thank you.

Sincerely,

*Beverley Tedder*  
Beverley Tedder

Enc: 1  
cc: Frederick Graves, Esquire

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAY -5 AM 11:28

R. Purinton MAY 10 1999

**Articles of Incorporation  
of  
Atlantic Capital Trust, Inc.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

99 MAY -5 AM 11:28

The undersigned, acting as general incorporator under statutory provisions of the Florida General Corporation Act (Chapter 607, Florida Statutes) hereby declares, adopts, ratifies, and gives notice of the following articles of incorporation:

***ARTICLE I: Name and Principal Place of Business***

The name of the corporation is Atlantic Capital Trust, Inc. The initial principal place of business shall be 701 North Federal Highway, Stuart, Florida 34994 (Phone 561/334-4447).

***ARTICLE II: Commencement and Duration***

This Corporation shall commence in existence upon the date last herein appearing. If filing is delayed so that more than five (5) days have elapsed from said date hereof and the filing by the Secretary of State, then in that event this Corporation shall be deemed to have commenced on that date five (5) days prior to its being filed with the Secretary. Anything to the contrary contained herein notwithstanding, it is the incorporator's intent that this Corporation commence in existence upon the date last herein appearing, being the date of actual creation. This Corporation shall exist perpetually after filing or until sooner terminated by lawful act of its shareholders and directors.

***ARTICLE III: Purpose***

The purpose for which this Corporation is organized is to engage in any activity permitted to for-profit corporations having their principal offices in this State, particularly but not limited to the operation of sales management services to the public. A principal focus of the corporation initially shall be to develop capital for the benefit of the corporation's clientele.

***ARTICLE IV: Authorized Shares***

1. Number. The aggregate number of shares that the corporation shall have the authority to initially issue is 100,000 shares of capital stock with a par value of one cent (\$0.01) per share.

2. Subscription. Beverley Tedder (5300 South Indian River Drive, Fort Pierce, Florida 34982, (561/465-5125) as trustee of the Tedder Trust under an agreement and declaration of trust dated the 12 day of OCTOBER 1998, having given good and sufficient consideration therefore in the form of cash, has subscribed and does subscribe for the acquisition of all 100,000 shares of the new corporation at par.

3. Stated Capital. The sum par value of all shares of capital stock of the corporation that shall have been issued at any particular time shall be the stated capital of the corporation on the books at any such time.

4. Dividends. The holders of issued shares of capital stock shall be entitled to receive, when and as declared by the directors, annual or quarterly dividends payable either in cash, in property, or issuable shares of the corporation according as the directors shall resolve.

5. No Classes of Stock. The shares of this corporation shall not be divided into classes; there shall be but one class of stock in this corporation, i.e., voting common stock capital shares.

6. No Shares in Series. The corporation is not authorized to issue shares in series.

***ARTICLE V: Registered Agent***

The initial registered agent of the Corporation is: Earl Moseley, whose business address at which he will accept service of process for the corporation is 5300 South Indian River Drive, Fort Pierce, Florida 34982, (561/465-5125), and his acceptance of appointment is filed herewith and made a part hereof by reference.

***ARTICLE VI: Number of Directors***

The number of duly elected directors of this corporation shall be not less than one.

**ARTICLE VII: Incorporation Director**

The name and address of the person who shall serve as incorporation director is Beverly Tedder, who shall serve in the capacity of temporary director until the organizational meeting, at which meeting she shall appoint a president and secretary *pro temp* who shall by her authority and at her direction issue subscribed shares of the corporation's common stock for value received, whereupon the new shareholders will elect her permanent replacement to serve and hold office as duly elected director thereafter in accordance with Florida Law, these articles, and the by-laws of the corporation. Upon taking office, the duly elected director shall ratify all prior acts and accept the immediate resignation of the incorporation director, who shall thereafter have no further powers or obligations.

**ARTICLE VIII: Incorporator**

The name and address of the incorporator is: Beverly Tedder, 5300 South Indian River Drive, Fort Pierce, Florida 34982 (561/465-5125).

**ARTICLE IX: Amendment of Articles**

The shareholders shall have power to adopt, amend, or repeal these articles of incorporation when proposed and approved at a duly noticed shareholders meeting.

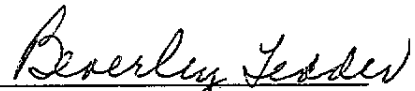
**ARTICLE X: Pre-Emptive Rights**

Shareholders shall have no pre-emptive rights to purchase additional shares.

**ARTICLE XI: Cumulative Voting**

Shareholders shall vote their shares directly; i.e., there shall be no cumulative voting of shares.


IN WITNESS WHEREOF Beverly Tedder declares these Articles of Incorporation for Atlantic Capital Trust, Inc., hereunder setting her hand and giving her further affidavit of this declaration the 16<sup>th</sup> day of OCTOBER 1998.

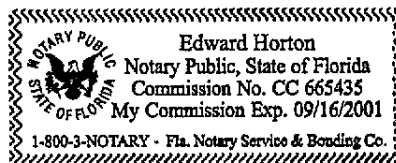
  
Beverly Tedder, Incorporator

STATE OF FLORIDA            ]  
COUNTY OF MARTIN        ]

BEFORE ME, the undersigned authority, personally appeared Beverly Tedder, who being by me first duly sworn or affirmed and identified by Florida Drivers License as the person described hereinabove, did execute the foregoing in my presence as incorporator for Atlantic Capital Trust, Inc.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal the date last hereinabove appearing.

  
Notary Public, State of Florida at Large



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091 Florida Statutes, the following is submitted, in compliance with said Act:


WITNESSETH that *Atlantic Capital Trust, Inc.* desiring to organize under the laws of the State of Florida has named its registered agent to accept service of process within this State and its principal office as indicated in the Articles of Incorporation as: Earl Moseley, whose business address at which he will accept service of process for the corporation is 5300 South Indian River Drive, Fort Pierce, Florida 34982 (561/465-5125), and his acceptance of appointment is filed herewith and made a part hereof by reference.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the abovenamed corporation at the place designated in this certificate, I hereby accept such appointment to act in this capacity effective the date last hereinappearing and agree to comply with the provisions of said act relative to keeping open said office.

I understand and accept the obligations of registered agents as provided for in §607.325 Florida Statutes.


EXECUTED this 16 day of oct 19 98

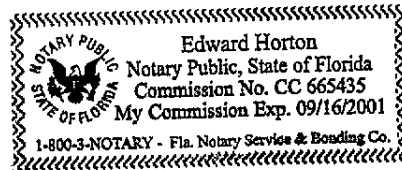
  
Earl Moseley, Resident Agent

STATE OF FLORIDA     ]  
COUNTY OF MARTIN    ]

BEFORE ME personally appeared Earl Moseley who, being by me first duly sworn or affirmed and identified by Florida Drivers License, did execute the foregoing in my presence as resident agent.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at \_\_\_\_\_,  
Florida this 16 day of oct 19 98.

  
Notary Public, State of Florida at Large



My commission number is: \_\_\_\_\_  
My commission expires; \_\_\_\_\_