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June 25, 1999

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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*****78.75 *****78.75

Re: **ATM ENTERTAINMENT, INC.**
Our File No.: 00842.01

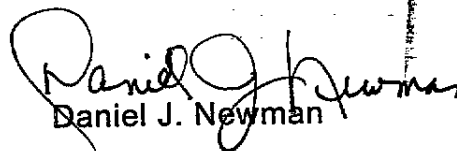
Gentlemen:

I am enclosing herewith an original and one copy of the Articles of Incorporation together with the Registered Agent's acknowledgment for the above-named corporation.

In addition, a check in the sum of \$78.75 is enclosed to cover the cost of the filing fee, registered agent's fee, and a certified copy of the Articles of Incorporation.

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned. Your prompt attention to this matter would be greatly appreciated.

Sincerely,


Daniel J. Newman

DJN/dp
enclosures

corporate\laser1

99 JUN 30 PM 12:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
ATM ENTERTAINMENT, INC.**

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

**ARTICLE I.
NAME**

The name of the corporation is **ATM ENTERTAINMENT, INC.**

**ARTICLE II.
CAPITAL STRUCTURE**

The aggregate number of shares which the corporation is authorized to issue is 50,000.

**ARTICLE III.
PRINCIPAL PLACE OF BUSINESS**

The principal office and mailing address of the corporation is 9301 Roberts Road, Odessa, Florida 33556.

**ARTICLE IV.
INITIAL BOARD OF DIRECTORS**

The initial board of directors shall consist of one member. The name and address of the person who will serve on the initial board of directors is:

Sandra Rodriguez, 9301 Roberts Road, Odessa, Florida 33556.

**ARTICLE V.
REGISTERED AGENT**

The street address of the corporations' initial registered office is 9301 Roberts Road, Odessa, Florida 33556, and the name of it's initial registered agent at that office is Raymond Rodriguez.

**ARTICLE VI.
INCORPORATOR**

The name and address of the incorporator of the corporation is:

Sandra Rodriguez, 9301 Roberts Road, Odessa, Florida 33556.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation for uses and purposes aforesaid.

Sandra Rodriguez
SANDRA RODRIGUEZ

STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH)

BEFORE ME, the undersigned authority, personally appeared SANDRA RODRIGUEZ, to me well known to be the person described in and who subscribed the above and foregoing Articles of Incorporation; and she freely acknowledged before me that according to law that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Tampa in the said county and state this 21st day of JUNE, 1999.

Daniel J. Newman
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

MY COMMISSION EXPIRES:

DANIEL J. NEWMAN
(Print or Type Name of Notary Public)

Personally known ✓ Produced Identification _____
Type of Identification Produced _____

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **ATM ENTERTAINMENT, INC.** at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

Raymond Rodriguez
RAYMOND RODRIGUEZ

Date: 6/21/99

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99 JUN 30 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA