



THE UNITED STATES
CORPORATION
COMPANY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 300073 5011275

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ 78.75

ORDER DATE : July 8, 1999

ORDER TIME : 11:27 AM

ORDER NO. : 300073-005

CUSTOMER NO: 5011275

CUSTOMER: Ms. Jan Mamone
BROAD AND CASSEL
BROAD AND CASSEL
Suite 500
400 Australian Avenue South
West Palm Beach, FL 33401

600002926486--2

DOMESTIC FILING

NAME: ATLANTIC INTERNATIONAL
COLLECTIONS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

PH
7/8/99

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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99 JUL -8 PM 12:01

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ATLANTIC INTERNATIONAL COLLECTIONS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be ATLANTIC INTERNATIONAL COLLECTIONS, INC.

The address of the principal office of this corporation shall be 11911 U.S. Highway One Suite 304, North Palm Beach, Florida 33408, and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 11911 U.S. Highway One Suite 304, North Palm Beach, FL 33408, and the name of the initial registered agent of the corporation at that address is Douglas Avdellas.

ARTICLE V. TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of, its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one (1) director, initially. The name and street address of the initial member of the Board of Directors are:

Douglas Avdellas

11911 U.S. Highway One Suite 304
North Palm Beach, FL 33408

ARTICLE VII. OFFICERS

The name and address of the initial officer of the corporation, who shall hold office for the first year of the corporation, or until his successors are elected or appointed, are:

President/Secretary


Douglas Avdellas
11911 U.S. Highway One Suite 304
North Palm Beach, FL 33408

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Donald P. Dufresne, Esq.
c/o Broad and Cassel
400 Australian Avenue South, Suite 500
West Palm Beach, FL 33401

7th IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this day of July, 1999.



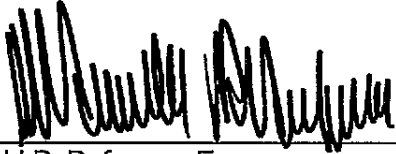
Donald P. Dufresne
Incorporator

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN ARTICLES OF INCORPORATION

Pursuant to Section 48.091 and Chapter 607, Florida Statutes, Atlantic International Collections, Inc., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 400 Australian Avenue South, Suite 500, West Palm Beach, Florida 33401, has named Donald P. Dufresne, Esq., at 400 Australian Avenue South, Suite 500, West Palm Beach, Florida 33401, to be its registered agent to accept service of process within this state.

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By: _____


Donald P. Dufresne, Esq.
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA