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**Katherine Harris, Secretary of State**

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99 JUL 16 PM 2:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JUL-16-99 01:29 PM

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## ARTICLES OF INCORPORATION

### Article I. Name

The name of this Florida corporation is:  
Atlas HealthCare.com, Inc.

### Article II. Address

The mailing address of the Corporation is:  
Atlas HealthCare.com, Inc.  
701 Brickell Ave. Suite 3120  
Miami FL 33131

### Article III. Registered Agent

The name and address of the registered agent of the Corporation is:  
Corporate Creations Enterprises Inc.  
941 Fourth Street #200  
Miami Beach FL 33139

### Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:  
Michael S. Riley  
Michael D. Farkas

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Corporate Creations International Inc.  
941 Fourth Street #200  
Miami Beach FL 33139  
(305) 672-0686

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Article V. Capital Stock

The Corporation shall have the authority to issue 10,000,000 shares of common stock, par value \$.0001 per share.

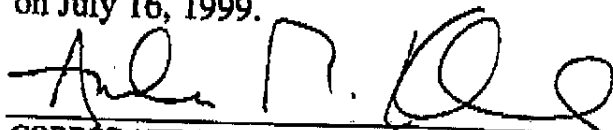
Article VI. Incorporator

The name and address of the incorporator is:  
Corporate Creations International Inc.  
941 Fourth Street #200  
Miami Beach FL 33139

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on July 16, 1999.

The undersigned incorporator executed these Articles of Incorporation on July 16, 1999.



CORPORATE CREATIONS INTERNATIONAL INC.  
Andreas M. Kelly Vice President

Corporate Creations International Inc.  
941 Fourth Street #200  
Miami Beach FL 33139  
(305) 672-0686

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

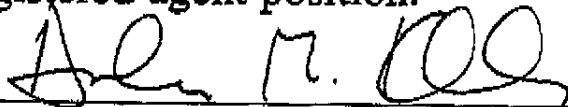
**CORPORATION:**

Atlas HealthCare.com, Inc.

**REGISTERED AGENT/OFFICE:**

Corporate Creations Enterprises Inc.  
941 Fourth Street #200  
Miami Beach FL 33139

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



CORPORATE CREATIONS ENTERPRISES INC.  
Andreas M. Kelly, Vice President

Date: July 16, 1999

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