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Florida Department of State
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To:

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Fax Number : (850) 922-4001

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FLORIDA PROFIT CORPORATION OR P.A.

ATLAS ADVERTISING GROUP, CORP.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 29, 1999

FAS-T

SUBJECT: ATLAS ADVERTISING GROUP
REF: W99000024737

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

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Neysa Culligan
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**ARTICLES OF CORPORATION
OF**

ATLAS ADVERTISING GROUP, CORP.

The undersigned subscriber to these Articles of Corporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be:

ATLAS ADVERTISING GROUP, CORP.

ARTICLE II - NATURE OF BUSINESS

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

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and mailing of this corporation in the State of Florida is:

7501 SW 63rd Ct.
Miami, Florida 33143

ARTICLE IV - CAPITAL STOCK

The number of share of stock that this corporation is authorized to have outstanding at any one time is:

ONE THOUSAND (1,000)

ARTICLE V - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent of this Corporation is:

ALI A. SHAHNAZI
7501 SW 63rd Ct.
Miami, Florida 33143

ARTICLE VI - TERM OF EXISTENCE

The corporation shall exist perpetually unless sooner dissolved according to Florida Law.

ARTICLE VII - SPECIAL PROVISIONS

The stock of this corporations intended to qualify under the requirements of Section 1244 of the Internal Revenue code and the regulations issued thereunder. Such actions as any is necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VIII - LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for connection with the defense of, or for the advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extend permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or offices may be entitled as a matter of law.

ARTICLE IX - SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly may be a party or parties to, or any be interested in such contract, act or transaction, or in any ways connected with such contract, act or transaction, or in any ways connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist form this contracting with the corporation of the benefit of himself or any firm, association or corporation in which he may be in anyway interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

ARTICLE X - INITIAL OF DIRECTORS

This corporation shall have one (1) director initially. The number of director may be either increased or decreased from time to time by the by-laws, but shall never be less than one (1). The names and addresses of the initial Board of Directors(s) of the corporation are as follows:

ALI A. SHAHNAZI
7501 SW 63rd Ct.
Miami, Florida 33143

ARTICLE XI - INCORPORATOR

The name and street address of the incorporation of the Articles of Incorporation is:

ALI A. SHAHNAZI
7501 SW 63rd Ct
Miami, Florida 33143

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
this ____ day of _____, 1999.

Incorporator:



ALI A. SHAHNAZI

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

ATLAS ADVERTISING GROUP, CORP.

2. The name and address of the registered agent and office is:

ALI A. SHAHNAZI
7501 SW 63rd Ct.
Miami, Florida 33143

Signature: _____

Date: _____

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ACCEPTANCE

HAVING BEEN NAMED AS REGISTERED AGENT AND ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE AND COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

Signature: _____

Date: _____