

P98000105625

Page 1

December 12, 1998

Division of Corporations
Department of State - Florida
409 East Gaines Street
Tallahassee, FL 32399

FILED
98 DEC 18 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

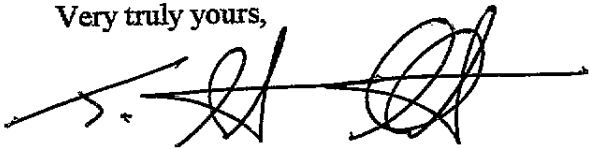
Re: ATLANTIS-TRADING.COM, INC.
a for profit corporation

Dear Sir or Madam:

Enclosed please find two executed originals of the Articles of Incorporation of the above-referenced for profit corporation and a MONEY ORDER for the filing fees in the aggregate amount of \$70.00. Please file the Articles and return one original showing the Division's filing stamp to the undersigned for the company records.

If you should have any questions, please do not hesitate to me collect. (813) 560 5345

Very truly yours,



J. Stuart Grant

100002715911--9
-12/18/98--01058--002
*****70.00 *****70.00

ATLANTIS-TRADING
901 West Bay DR #238
LARGO, FL 33770

10/1998
12-21-98
3

**ARTICLES OF INCORPORATION
OF
ATLANTIS-TRADING.COM, INC.**

FILED
98 DEC 18 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607, Fla. Stat., the Florida Business Corporation Act, hereby states the following:

ARTICLE I - NAME AND ADDRESS

Section 1. The name of the Corporation shall be **ATLANTIS-TRADING.COM, INC.**

Section 2. The initial principal office and the initial mailing address of the Corporation shall be **1901-17 WEST BAY DRIVE, SUITE 238, LARGO, FL 33770.**

ARTICLE II - DURATION

The Corporation shall have perpetual existence beginning on the date these Articles are filed in the Office of the Secretary of State.

ARTICLE III - PURPOSE AND POWERS

Section 1. The Corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The authorized capital stock of the Corporation shall be **25,000,000** shares of common stock, all of one class, having a par value of **\$.001** per share.

ARTICLE V - BOARD OF DIRECTORS

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than one (1).

Section 3. Directors shall be elected and hold office as provided in the Bylaws.

ARTICLE VI - BYLAWS

Section 1. The Board of Directors shall adopt Bylaws for the Corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the stockholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the stockholders may be altered, amended or repealed by the other group; provided, however, that any Bylaw adopted by the stockholders may provide that it shall be altered, amended, or repealed only by the stockholders.

ARTICLE VII - REGISTERED OFFICE AND AGENT

Section 1. The street address of the initial registered office of the Corporation shall be **1901-17 WEST BAY DRIVE, # 238, LARGO, FL 33770**

Section 2. The name of the initial registered agent of the Corporation located at said address shall be **J. STUART GRANT**

ARTICLE VIII - INCORPORATOR

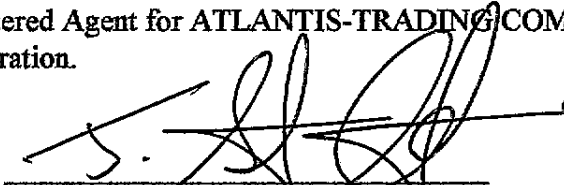
The name and address of the incorporator is **J. STUART GRANT, 1901-17 WEST BAY DRIVE # 238, LARGO, FL 33770**

IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on December 12, 1998

IN **LARGO, FLORIDA**

ACCEPTANCE BY REGISTERED AGENT

I hereby accept to act as initial Registered Agent for ATLANTIS-TRADING.COM, INC. as stated in these Articles of Incorporation.



J. STUART GRANT
Incorporator / Registered Agent

FILED
98 DEC 18 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA