



A C Elliott & Associates, Inc.

Accounting – Income Taxes – Payroll - Notary

3810 S. State Road 7 (441), Suite B, Miramar, FL 33023

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P01000038110

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
01 APR 11 AM 11:43
TALLAHASSEE, FLORIDA
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-04/12/01-DIV-005
*****78.75 *****78.75

April 6, 2001

RE: Down 'N' Dirty Productions, Inc.

Enclosed are an original and two copies of the articles of incorporation and our check number 2119 in the amount of \$78.95 for filing fees and a certified copy, for the above-mentioned corporation.

Please return certified copy to the above mentioned address. If you need any further information, please do not hesitate to contact the undersigned at 1-800-240-6716.

Sincerely,

AnnMarie C. Elliott

AnnMarie C. Elliott
Accountant

D. BROWN APR 7 '01

ARTICLES OF INCORPORATION
OF
DOWN 'N' DIRTY PRODUCTIONS, INC.

FILED
01 APR 11 AM 11:43
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

The undersigned subscribers to these Articles of Incorporation are natural persons competent to contract, subscribe to and form a corporation for profit under the laws of the State of Florida.

ARTICLE 1 - NAME

The name of the corporation is -:

DOWN 'N' DIRTY PRODUCTIONS, INC.

ARTICLE 2 - NATURE OF BUSINESS

The corporation may engage in any activity of business permitted under the laws of this State, these activities may include, but are not in anyway limited to the operation of the following -:

To engage in the business of **ENTERTAINMENT PRODUCTIONS.**

To buy, sell, assign, transfer, invest in, trade in, deal in goods, wares, merchandise, real and personal property of every kind and description and to do all things and matters necessary and appertaining thereto and further enabling this corporation to engage in any activity of business permitted under the State of Florida and the United States, the District of Columbia and any foreign country.

To conduct all types of business and to have one or more offices and to hold, purchase, mortgage, lease, dispose of, deal in and convey real and personal property without restrictions in this State and in any other of the several states, territories, possessions and dependency of the United States.

To engage in, render or carry on any services or businesses as principal or agent, with powers to get contracts for any such service or product; and to make and carry on contracts of every kind and nature that may be conducive to the accomplishment of any purpose of this corporation.

To acquire by purchase, or otherwise, for investment or resale, and to own, improve, operate, subdivide, lease, mortgage, sell and otherwise deal in, for cash or credit, by conveyance, agreement for deed, or other lawful instrument, real estate or mixed property located in the State of Florida or elsewhere, and generally to deal in, traffic as, owner or agent in real estate, personal or mixed property, and any interest or estates of any and all nature whatsoever and to be an investor in real, mixed and or personal property; to grant, sell and otherwise deal in franchises and licenses.

To factor, lend or borrow money, to be a surety and to execute and deliver, accept, take and receive notes, bonds, debentures to other evidence thereof, and mortgage, trust deed, pledges or other securities for payment of same.

To act as agent, broker, or attorney in fact for any person, firm, or corporation buying, selling, dealing in real or personal property or services of whatever nature or kind and in managing and conducting any legal actions, proceedings and business relating to any of the purposes herein mentioned or referred to.

To acquire, hold, undertake and fully exploit the good will, property, rights, franchise, assets of every kind and liabilities of sandy person, firm, association or corporation, whether wholly or partly; and to pay for the same in cash, stock or bonds of the company or otherwise.

In any manner to acquire, enjoy, utilize and dispose of patents, copyrights and trademarks, and any license or other interest therein and there under.

To borrow and contract debts when necessary in the purchase of or acquisition of real, personal and intangible property, business rights or franchises, or for additional working capital or for any other object in or about its business or affairs and without limits as to amounts and to secure the payment of money in any lawful manner.

To enter into any partnership, limited or general, as limited or general partner, or both and to enter into any other arrangement for profit sharing, union or interest, or corporation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority in the carrying on of any business which this corporation is authorized to carry on, or any other business or transaction deemed necessary, convenient or incidental to carry out any of the purposes of this corporation.

To purchase, hold, sell and transfer shares of its own capital stock; subject however, to such limitations as may be provided by law; capital stock owned by the corporation shall not be voted upon directly or indirectly, nor counted as outstanding for the purpose of any stockholders' quorum to vote.

To do all acts and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes hereinafter or before enumerated or incidental to the powers herein name, to which shall at any time appear conducive or expedient for the benefit or protection of the corporation, either as holder of, or interested in any property or otherwise.

To exercise all of the powers which are now or may hereafter be conferred upon corporations generally by the laws of the State of Florida.

ARTICLE 3 - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is **ONE THOUSAND (1000) SHARES** of common stock, each share having a par value of **ONE (\$1.00) DOLLAR**.

ARTICLE 4 - INITIAL CAPITAL

The amount of capital with which this corporation will begin business is **ONE THOUSAND (\$1000.00) DOLLARS**.

ARTICLE 5 - TERM OF EXISTENCE

This corporation shall have perpetual existence, unless sooner dissolved by law.

ARTICLE 6 - INITIAL ADDRESS AND AGENT

The street address of the initial registered and principal office of this corporation is -:

252 NW 47TH STREET, MIAMI, FL 33127

and the initial registered and principal agent at that address is -:

LATRICE E. SIMMONS

ARTICLE 7 - DIRECTORS

This corporation shall have **THREE (3)** directors initially. The number of directors may be increased or diminished from time to time, by the by-laws adopted by the stockholders, but shall never be less than **ONE (1)**. The name and address of the initial directors are as follows -:

LAMBERT ROWE	3030 NW 44TH STREET, MIAMI FL 33142
RUTH BAPTISTE	1000 S. BISCAYNE RIVER DR, MIAMI FL 33169
LATRICE SIMMONS	252 NW 47TH STREET, MIAMI FL 33127

ARTICLE 8 - SUBSCRIBERS AND OFFICERS

The name and street address of the initial subscriber and officer of this corporation and the number of shares of the **ONE (\$1.00) DOLLAR** par value common stock of this corporation, which they agreed to take, are as follows -:

LAMBERT ROWE	45% 3030 NW 44TH STREET, MIAMI FL 33142
RUTH BAPTISTE	45% 1000 S. BISCAYNE RIVER DR., MIAMI FL 33169
LATRICE SIMMONS	10% 252 NW 47TH STREET, MIAMI FL 33127

ARTICLE 9 - INCORPORATORS

The names and addresses of the persons signing these Articles of Incorporation is as follows -:

LAMBERT ROWE President/CEO	3030 NW 44TH STREET, MIAMI FL 33142
RUTH BAPTISTE Treasurer	1000 S. BISCAYNE RIVER DR., MIAMI FL 33169
LATRICE SIMMONS Secretary	252 NW 47TH STREET, MIAMI FL 33127

IN WITNESS WHEREOF, We have hereunto set our hand and seal,
acknowledged and filed the foregoing Article of Incorporation under the laws of
the State of Florida, this 6th day of April, 2001.

SIGNATURE: Lambert Rowe
Lambert Rowe

SIGNATURE: Ruth Baptiste
Ruth Baptiste

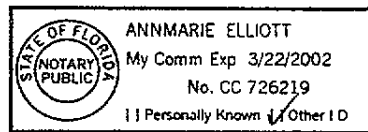
SIGNATURE: Latrice Simmons
Latrice Simmons

STATE OF FLORIDA }
 }SS
COUNTY OF BROWARD}

The foregoing instrument was acknowledged before me on this 6th day
of April, 2001. by **Lambert Rowe, President /CEO, Ruth
Baptiste, Treasurer and Latrice Simmons, Secretary of DOWN 'N' DIRTY
PRODUCTIONS, INC.,** a Florida Corporation, on behalf of the corporation. They
provided valid Florida Drivers License as proof of identification.

AnnMarie Elliott
AnnMarie Elliott
Notary Public, State of Florida

SEAL:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
01 APR 11 AM 11:43
CLERK OF COURT
MIAMI, FLORIDA

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/agent, in the State of Florida.

DOWN 'N' DIRTY PRODUCTIONS, INC.

The name and address of the registered agent and office is -:

NAME: LATRICE E. SIMMONS

ADDRESS: 252 NW 47TH STREET, MIAMI, FL 33127

ACKNOWLEDGEMENT:

Having been named as registered agent and to accept service of process for the above-mentioned corporation at place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provision of all Statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as **Registered Agent**.


LATRICE E. SIMMONS
REGISTERED AGENT