

CORPORATE
ACCESS,
INC.

F00000007178

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

WALK IN

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Articles

FILED
00 DEC 27 PM 1:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1.) First Down Marketing, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

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-12/27/00--01023--018
*****70.00 *****70.00

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

RECEIVED
00 DEC 27 AM 9:47
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

SPECIAL INSTRUCTIONS

7/12/27

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZED TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503 FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN
THE STATE OF FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. FIRST DOWN MARKETING, INC.

(Name of Corporation)

2. Masachusetts

(State or country under the law of which it is incorporated)

3. _____

(FEI number, if applicable)

4. November 22, 1999

(Date of Incorporation)

5. The duration of the corporation shall be perpetual.

(Duration)

6. upon filing of application

(Date first transacted business in Florida)

7. 7563 Philips Highway, Suite 206, Jacksonville, Florida 32256

(Current mailing address)

8. Promotional sales of telecommunications

(Purpose of the corporation authorized in home state to be carried out in Florida)

9. Name and street address of Florida registered agent:

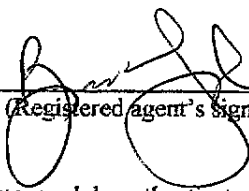
Name: Brian Graham

Office Address: 7563 Philips Highway, Suite 206,

Jacksonville, Florida 32256

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated..

12. Names and addresses of officers and directors:

A. DIRECTORS

Chairman: Brian Graham

Address: 7563 Philips Highway, Suite 206, Jacksonville, Florida 32256

Vice Chairman: same as above

Address: _____

Director Brian Graham

Address 7563 Philips Highway, Suite 206, Jacksonville, Florida 32256

B. OFFICERS

President Brian Graham

Address 7563 Philips Highway, Suite 206, Jacksonville, Florida 32256

Vice President same as above

Address: _____

Secretary same as above

Address: _____

Treasurer: same as above

Address: _____

13. 

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Brian Graham President

(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

DIVISION OF CORPORATION, P.O. BOX 6327, TALLAHASSEE, FL 32314

TRANSMITTAL LETTER

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: FIRST DOWN MARKETING, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

FROM: Barbara Pizzo/ Corporate Consulting Ltd.
Name (Printed or typed)

5 Cedar Creek Court
Address

Bear, Delaware 19701
City, State, Zip

302-529-0500
Daytime Telephone Number

NOTE: Please provide the original and one copy of the articles.



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

December 11, 2000

TO WHOM IT MAY CONCERN:

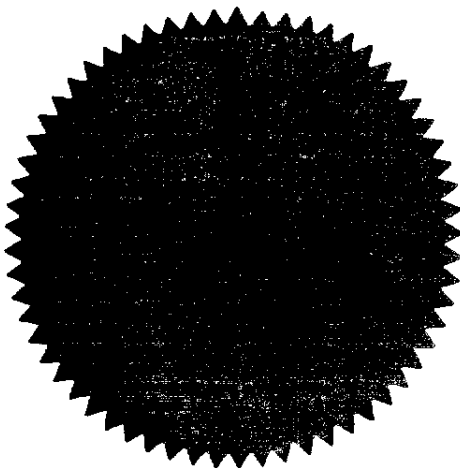
I hereby certify that according to the records of this office,

FIRST DOWN MARKETING, INC.

is a domestic corporation organized on **November 22, 1999**, under the General Laws of the Commonwealth of Massachusetts.

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156B section 101 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.

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TALLAHASSEE, FLORIDA



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

William Francis Galvin

Secretary of the Commonwealth