

P000000086236  
Letsgetdown.com!

8250 SW 180 Street  
Miami, Florida 33157

August 28, 2000

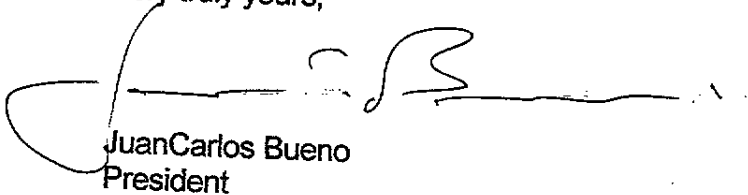
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sir or Madam:

Enclosed you will find a check in the amount of \$70.00: Filing Fees \$ 35.00,  
Registered Agent Designation \$ 35.00.

Very truly yours,

  
Juan Carlos Bueno  
President

Letsgetdown.com!

FILED  
00 SEP -8 PM 2:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

9/12

**ARTICLES OF INCORPORATION  
OF  
LETSGETDOWN.COM, INC.**

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I**

**Name**

The name of the corporation is:

LETSGETDOWN.COM, INC.

**ARTICLE II**

**Existence**

The corporation's existence shall commence upon the filing of these Articles of Incorporation.

**ARTICLE III**

**Purpose**

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

**ARTICLE IV**

**Authorized Capital**

The corporation is authorized to issue One Thousand (1000) shares of common stock, with par value of \$1.00 per share.

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

  
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## **ARTICLE V**

### **Address**

The address of the principal office of the corporation, and its mailing address, 8250 SW 180<sup>th</sup> Street, Miami, Florida 33157.

## **ARTICLE VI**

### **Registered Offices and Agent**

The street address of the corporation's initial registered office is 8250 SW 180<sup>th</sup> Street, Miami, Florida 33157. The name of the initial registered agent at such office is JuanCarlos Bueno.

## **ARTICLE VII**

### **Indemnification**

(a) The corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person: (i) is or was a director of the corporation; (ii) is or was an officer of the corporation, provided that such person is or was at the time a director of the corporation; or (iii) is or was serving at the time a request of the corporation as a director, officer, agent or employee of another corporation, partnership, joint venture, trust or other enterprise, provided that such person is or was at the time a director of the corporation.

(b) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VII, the Board of Directors of the corporation shall have, unless otherwise expressly prohibited by the Act, the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person is or was an officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

(c) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VII, no person may apply for indemnification or advancement of expense to any court of competent jurisdiction.



## ARTICLE VIII

### Incorporator

(a) The name and address of the incorporator is JuanCarlos Bueno, 8250 SW 180<sup>th</sup> Street, Miami, Florida 33157.

(b) There shall be no initial Board of Directors. Until a Board of Directors is elected and shares are issued, the incorporator shall have all the rights and powers of a shareholder, including without limitation, the power to elect a Board of Directors. The Board of Directors shall be elected as soon as convenient after filing these Articles.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21<sup>st</sup> day of August 2000.



Cristina Bliss

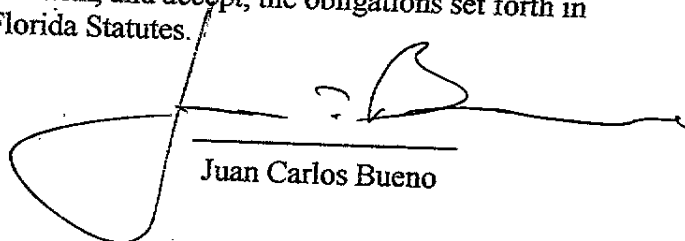
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00 SEP - 8 PM 2: 08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### ACCEPTANCE OF APPOINTMENT

AS

### REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with, and accept, the obligations set forth in Sections 48.091 (2) and 607.0505 of Florida Statutes.

  
Juan Carlos Bueno

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