

PAID 89122

OFFICE USE ONLY (Document #)

EXPRESS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

3940 W. FLAGLER ST. 2nd FLOOR

(Address)

MIAMI, FL 33134

(305) 444-4994

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Downtown (USA), INC. (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

00 SEP 20 PM 12:12
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

FILED

- Walk in
 Pick up time
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

9/20
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 00 SEP 20 AM 8:50

Examiner's Initials

ARTICLES OF INCORPORATION

OF

DOWNTOWN (USA), INC.

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of this corporation shall be:

DOWNTOWN (USA), INC.

Its principal place of business and/or mailing address shall be:

DOWNTOWN (USA), INC.
13615 S. Dixie Highway
Suite 114-481
Miami, Florida 33176-7252

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00 SEP 20 PM 12:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE II
NATURE OF BUSINESS

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III
AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 100 shares of Common Stock having a par value of \$1.00 per share.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation, having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

ARTICLE IV
TERMS OF EXISTENCE

The term of this Corporation shall commence with the filing of these Articles of Incorporation. The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

ARAN CORREA & GUARCH, P.A.
710 South Dixie Highway
Coral Gables, Florida 33146

The name of the initial registered agent of this Corporation at that address shall be:

J.M. Guarch, Jr., Esquire

ARTICLE VI
BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, which shall have one (1) director initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

ARTICLE VII
DIRECTORS - NAMES AND STREET ADDRESSES

The names and street addresses of the members of the first Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

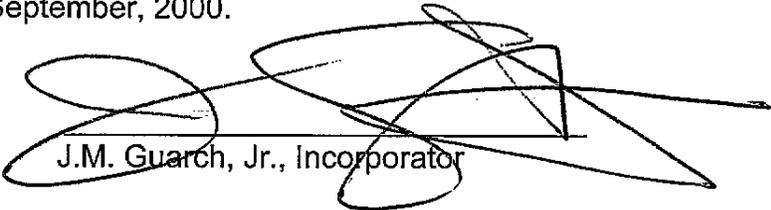
Alicia Comer Corona
13615 S. Dixie Highway
Suite 114-481
Miami, Florida 33176-7252

ARTICLE VIII
INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation is as follows:

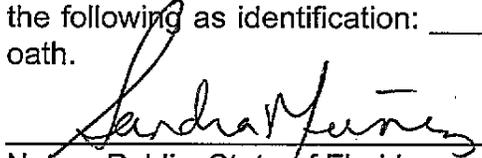
J.M. Guarch, Jr.
710 S. Dixie Highway
Coral Gables, Florida 33146

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Miami, Florida, for the uses and purposes aforesaid, this 18th day of September, 2000.


J.M. Guarch, Jr., Incorporator

STATE OF FLORIDA)
COUNTY OF DADE)

THE FOREGOING instrument was acknowledged before me this 18th day of ~~July~~ ^{September} 2000, by J.M. Guarch, Jr., who is personally known to me or who has produced the following as identification: _____ and who did/did not take an oath.



Notary Public, State of Florida

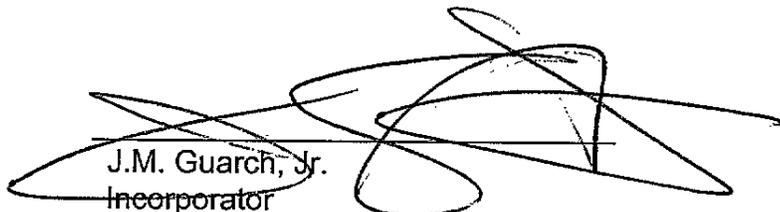
SANDRA Muniz
Name of Notary, Typed/Printed Sandra Muniz
Commission Number. My Commission Expires 02/06/2004
Expires February 06, 2004

DESIGNATION AND ACCEPTANCE

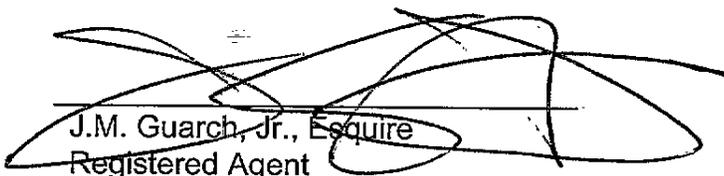
OF

REGISTERED AGENT

In pursuance of Section 48.091 and Chapter 607, Florida Statutes **DOWNTOWN (USA), INC.** having filed its Articles of Incorporation contemporaneously herewith, with its registered offices as indicated therein at 710 South Dixie Highway, Coral Gables, Florida 33146, has named J.M. Guarch, Jr., Esquire, located thereat as its registered agent to accept service of process within this state.


J.M. Guarch, Jr.
Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.


J.M. Guarch, Jr., Esquire
Registered Agent

FILED
00 SEP 20 PM 12:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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J.M. Guarch, Jr., Esquire

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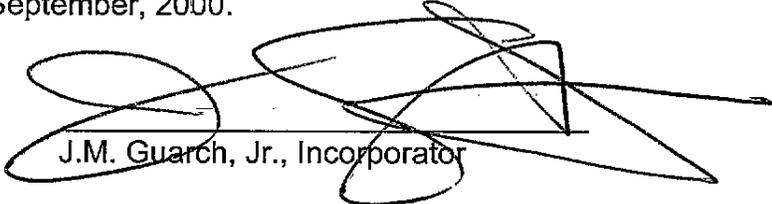
Alicia Comer Corona
13615 S. Dixie Highway
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J.M. Guarch, Jr.
710 S. Dixie Highway
Coral Gables, Florida 33146

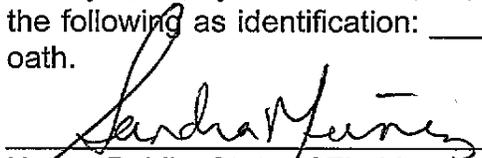
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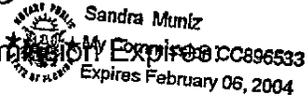
J.M. Guarch, Jr., Incorporator

STATE OF FLORIDA)
COUNTY OF DADE)

THE FOREGOING instrument was acknowledged before me this 18th day of September 2000, by J.M. Guarch, Jr., who is personally known to me or who has produced the following as identification: _____ and who did/did not take an oath.



Notary Public, State of Florida
SANDRA Muniz
Name of Notary, Typed/Printed
Commission Number. My Commission Expires February 06, 2004

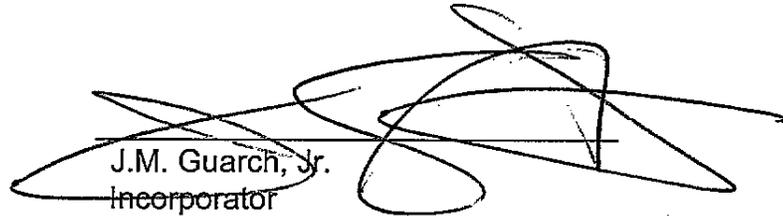


DESIGNATION AND ACCEPTANCE

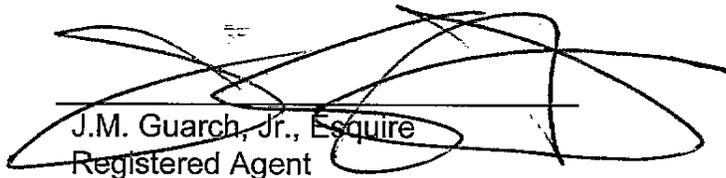
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