

Darren M. Neff
1095 Fairfield Meadows Drive
Weston, Florida 33327

P01000035903

April 3, 2001

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

RE: Downunder Systems, Inc.

FILED
01 APR -5 AM 8:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Dear Division of Corporations:

Enclosed, please find the Articles of incorporation for the above reference corporation along with a check in the amount of \$87.50 for the filing fee and designation of registered agent.

Also enclosed is a photocopy of the Articles of Incorporation. Please return this to the address above with the filing date stamped on it.

Thank you for your attentions.

Sincerely yours,



Darren M. Neff

Encl. Check: \$87.50

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ARTICLES OF INCORPORATION
OF
DOWNUNDER SYSTEMS, INC.

ARTICLE I – NAME

The name of the corporation shall be:

DOWNUNDER SYSTEMS, INC.

ARTICLE II – NAME

The purpose of this Corporation is to transact any or all lawful business for which Corporations may be incorporated under Chapter 607 of the Florida Statutes.

ARTICLE III – PRINCIPAL OFFICE

The principal place of business of this Corporation shall be:

1095 Fairfield Meadows Drive
Weston, Florida 33327

The mailing address of this Corporation shall be:

1095 Fairfield Meadows Drive
Weston, Florida 33327

ARTICLE IV – CAPITAL STOCK

The Corporation shall have the authority to issue 300 shares of common stock in one class only, each with a par value of \$1.00

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ARTICLE V – REGISTERED AGENT

The name and address of the registered agent is:

Darren M. Neff
1095 Fairfield Meadows Drive
Weston, Florida 33327

ARTICLE VI – DIRECTORS

The Corporation shall have one director initially who shall be Darren M. Neff. The number shall be fixed by the bylaws and may be changed from time to time.

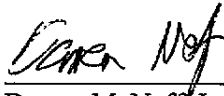
ARTICLE VII – INCORPORATORS

The name and street address of the incorporator to these Articles of Incorporation is:

Darren M. Neff
1095 Fairfield Meadows Drive
Weston, Florida 33327

4-3-2001

Dated:



Darren M. Neff, Incorporator

Having been named as registered agent and to accept service of process for the above state Corporation at the 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 provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.

4-3-2001

Dated:



Darren M. Neff, Registered Agent