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FLORIDA PROFIT CORPORATION OR P.A.

THE DOWN UNDER GRILL & YACHT CLUB, INC.

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF INCORPORATION
OF
THE DOWN UNDER GRILL & YACHT CLUB, INC.**

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I
CORPORATE NAME**

The name of this Corporation shall be: **THE DOWN UNDER GRILL & YACHT CLUB, INC.**

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 101 N. Riverside Drive, Pompano Beach, FL 33062.

**ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

Roxanne K. Beilly, Esq. FLA. BAR #851450
Atlas Pearlman, P.A.
2385 Executive Center Drive, Suite 250
Boca Raton, Florida 33431
Phone No.: (561) 893-0195

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**ARTICLE IV
CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be One Thousand (1,000) shares of common stock, par value \$.001 per share.

**ARTICLE V
TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE VI
REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA**

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be Frank Rosso at 101 N. Riverside Drive, Pompano Beach, FL 33062.

**ARTICLE VII
BOARD OF DIRECTORS**

This Corporation shall have one (1) director initially.

**ARTICLE VIII
INITIAL DIRECTOR**

The name and address of the initial Director of this Corporation is Frank Rosso, 101 N. Riverside Drive, Pompano Beach, FL 33062. The person named as initial Director shall hold office for the first year of existence of this Corporation, or until his successor is elected or appointed and has qualified, whichever occurs first.

**ARTICLE IX
INCORPORATOR**

The name and address of the Incorporator is Frank Rosso at 101 N. Riverside Drive, Pompano Beach, FL 33062.

**ARTICLE X
INDEMNIFICATION**

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

**ARTICLE XI
AFFILIATED TRANSACTIONS**

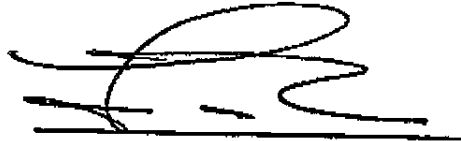
This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

**ARTICLE XII
CONTROL SHARE ACQUISITIONS**

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 3 day of July 2001.

Frank Rosso, Incorporator

A handwritten signature in black ink, appearing to be 'FR' or similar, written over a horizontal line.

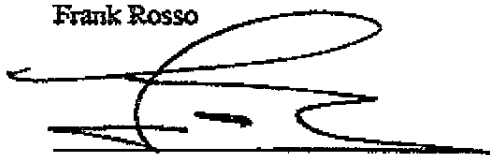
**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

THE DOWN UNDER GRILL & YACHT CLUB, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 101 N. Riverside Drive, Pompano Beach, FL 33062, has named Frank Rosso at 101 N. Riverside Drive, Pompano Beach, FL 33062, as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

Frank Rosso



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