

PO1000068794

July 6, 2001

Florida Department of State  
Attn: Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

300004465193--0  
-07/09/01--01106--023  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

To Whom It May Concern:

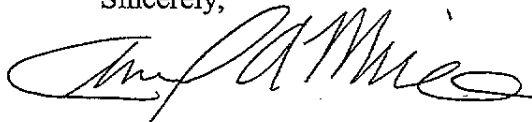
Enclosed please find the necessary paperwork for forming the Corporation, Down and Dirty, Inc., along with a check in the amount of \$78.75 to cover the fees.

After recording please return any recorded copies to:

Cheryl A. Miles  
7709 Holiday Drive  
Sarasota, FL 34231

If you have any questions concerning the paperwork, please do not hesitate to contact me at the above number.

Sincerely,



Cheryl A. Miles

FILED  
01 JUL -9 PM 1:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

G. BULLOCK JUL 12 2001

5

**ARTICLES OF INCORPORATION**

**FILED**

**OF**

01 JUL -9 PM 1:43

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**DOWN AND DIRTY, INC.**

The undersigned, for the purpose of forming and organizing a corporation for profit under the provisions of the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of the corporation is Down and Dirty, Inc.

**ARTICLE II – PURPOSE**

The corporation is authorized to engage in any lawful business activity.

**ARTICLE III – PRINCIPAL OFFICE**

The principal place of business and the mailing address of the corporation shall be:

7709 Holiday Drive  
Sarasota, FL 34231

**ARTICLE IV - CAPITAL STOCK**

The corporation is authorized to issue 1,000,000 shares of common stock having a par value of one cent (\$.01). Each share of common stock shall entitle the holder thereof to one vote on each matter considered at any stockholder's meeting. Said share shall be paid for in lawful money of the United States of America, or in property, labor or services rendered at a just valuation to be fixed by the Board of Directors and said share shall be deemed fully paid and nonassessable. The Corporation elects to have preemptive rights.

## **ARTICLE V - DURATION**

This corporation shall have perpetual existence unless sooner dissolved according to law.

## **ARTICLE VI - SHAREHOLDER VOTING REQUIREMENTS**

When a quorum exists at any meeting of the Shareholders, action on a matter, other than the election of Directors, is approved if the votes cast by the holders of not less than a majority of the shares represented at such meeting, and entitled to vote on the subject matter favor the action.

## **ARTICLE VII - DIRECTORS**

This corporation shall have an initial Board of Directors consisting of two directors, whose names and street address is as follows:

Cheryl A. Miles and Jody Houghton  
7709 Holiday Drive  
Sarasota, FL 34231

## **ARTICLE VIII - INCORPORATOR**

The name and address of the incorporator of this corporation is as follows:

Cheryl A. Miles  
7709 Holiday Drive  
Sarasota, FL 34231

## **ARTICLE IX - BYLAWS**

The original Bylaws of this corporation shall be made, prepared and adopted by a majority vote of the initial Board of Directors as named herein. Thereafter, the Board of Directors, and the shareholders, shall have authority to adopt, amend, change, repeal or enlarge Bylaws as provided in the Bylaws from time to time.

## **ARTICLE X - INDEMNIFICATION**

Subject to the laws of the State of Florida, this corporation shall indemnify and hold harmless its officers and directors of and from any suits, actions, or judgments either civil or criminal arising out of any act alleged to have been committed by such person in his capacity as an officer or director if such officer or director acted in good faith and in the reasonable belief that such action was in the best interest of the corporation and in the event of criminal allegations without reasonable ground for belief that such action was unlawful. The corporation shall pay all costs, legal expenses, and other charges that said officers and directors may incur in the defense of any claim, suit or action that may be instituted against said officers in their individual capacity. It is the express purpose and intent that the corporation shall hold its officers and directors harmless for any action taken by them on its behalf to the full extent and limit permitted by law.

## **ARTICLE XI - PRINCIPAL OFFICE AND REGISTERED AGENT**

This corporation has named:

Cheryl A. Miles

As its agent to accept service of process within the State. Her address is:

7709 Holiday Drive  
Sarasota, Florida 34231  
1-877-602-8754

IN WITNESS WHEREOF, the undersigned incorporator, CHERYL A. MILES, has executed the foregoing Articles of Incorporation effective this 16<sup>th</sup> day of July, 2001.

  
\_\_\_\_\_  
CHERYL A. MILES, Incorporator  
Down and Dirty, Inc.

IN WITNESS WHEREOF, the undersigned, Cheryl A. Miles, has agreed to serve and accept service of process within the State.

Dated: 6<sup>th</sup> day of July, 2001.



Cheryl A. Miles  
Registered Agent  
Down and Dirty, Inc.

FILED  
01 JUL -9 PM 1:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA