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ACCOUNT NO. : 072100000032

REFERENCE : 617497 9930A

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED
2002 JAN -7 PM 2:12
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : January 7, 2002

ORDER TIME : 10:43 AM

ORDER NO. : 617497-005

CUSTOMER NO: 9930A

CUSTOMER: Ms. Kathleen H. Farnham
Perry & Kern, P.a.

50 S. E. 4th Avenue

Delray, FL 33483

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DOMESTIC FILING

NAME: DOWN UNDER, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson - EXT. 1155

EXAMINER'S INITIALS:

RECEIVED
02 JAN -7 PM 12:09
DIVISION OF CORPORATION

1/7/02

EFFECTIVE DATE

01/04/02

FILED

ARTICLES OF INCORPORATION

OF

DOWN UNDER, INC.

2002 JAN -7 PM 2:12

SECRETARY OF STATE
TALLAHASSEE FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

NAME OF CORPORATION

The name of this corporation shall be:

DOWN UNDER, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of the business and the objects and purposes proposed to be transacted, promoted and carried on are to do any and all things hereinafter mentioned as fully and to the same extent as natural persons might or could do, namely:

(A) To acquire, by purchase or otherwise, own, manage and possess lands and premises, with buildings and improvements thereon, to improve, develop, and operate such real property; to make restrictive declarations and certifications singly, jointly with other owners, otherwise relative thereto and to make restrictive covenants and agreements with owners and mortgagees of other land; to build, erect, and construct buildings, thereon; to mortgage such real property, and borrow money thereon by mortgage, deed in trust, or otherwise; to sell or otherwise dispose of the real estate in whole, or in part for cash or by taking purchase money bonds, mortgages, or deeds of trust in payment therefor or for valuable consideration of any character; to take and acquire, and hold, or sell and dispose of bonds, mortgages, and deeds of trust, or assignments thereof; to buy, sell, and deal in bonds and loans secured by mortgage or other liens or obligations affecting said real

property; and generally to deal with and act in relation to the real estate and any and every part thereof in any and every way, and to the fullest extent, that a corporation organized under the laws of the State of Florida is lawfully empowered to do, it being intended to acquire the widest powers that may lawfully be conferred upon a corporation.

(B) All forms of business, relating to the operation of the franchise including the buying, selling, leasing, improving and dealing in lands and tenements, and the construction of buildings. The corporation may take, acquire and hold stock in any other corporation, as well as to purchase, acquire, hold, improve, sell, convey, assign, release, mortgage, encumber, lease, hire and deal in and with real and personal property of every name and nature, including stocks and securities of other corporations, and to loan money and take securities for the payment of all sums due the corporation, and to sell, assign and release such securities.

(C) To build upon or in any other manner improve real estate in which this corporation has any interest whatsoever.

(D) To lend money secured by mortgage or other security or without security, for itself or on a commission basis for others; to borrow money for the purpose of investment or for any of the purposes of this corporation, and to issue bond, debentures, notes or other obligations therefor, and to secure the same by pledge or mortgage of the whole or any part of the real estate or personal property of this corporation, or to issue bond, debenture stocks, notes or other obligations without any such security; to accept and execute any and all agencies with respect to investment of money, the sale of real and/or personal property, and the collection and receipts of the proceeds thereof and/or the income therefrom; to buy and sell negotiable paper; to execute deeds, mortgages, lot contracts, bonds for title, releases and such other instruments as may be necessary for the carrying on of the business above designated.

(E) To buy, sell, trade or deal in any kind of goods, wares and merchandise associated with the operation of the franchise.

(F) To organize or cause to be organized under the laws of the State of Florida or of any other state, district, territory, province or government, a corporation or corporations

for the purpose of accomplishing any of or all of the objects for which this corporation is organized, and to dissolve, wind up, liquidate, merge or consolidate any such organization or corporation, or to cause the same to be dissolved, wound up, liquidated, merged or consolidated.

(G) To purchase, hold, sell, exchange or transfer, or otherwise deal in shares of its own capital stock, bonds or other obligations from time to time to such extent and in such manner and upon such terms as its Board of Directors shall determine, provided, however, that shares of its own capital stock belonging to this corporation shall not be voted directly or indirectly.

(H) No contract or other transaction entered into by the corporation shall be affected by the fact that any Director of the corporation in any way is interested in or connected with any party to such contract or transaction, or himself is a party to such contract or transaction, provided said contract or transaction shall be approved by a majority of the directors present at the meeting of the Board of Directors or of the Committee authorizing or confirming said contract or transaction.

(I) To carry on any other lawful business whatsoever which may seem to the corporation capable of being carried on in connection with the above, or calculated directly or indirectly to promote the interests of the corporation, or to enhance the value of its properties and buildings, and to have, enjoy and exercise all of the rights, powers and privileges which are now, or which may hereafter be conferred upon corporations organized under the same statutes as this corporation.

(J) To engage in or conduct any lawful business permitted by the laws and statutes of the State of Florida.

The foregoing clauses shall be construed as objects and powers; and the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the corporation, and it is the intention that the purposes, objects and powers specified in each of the paragraphs of this Article II of these Articles of Incorporation shall, except as otherwise expressly provided, in no wise be limited or restricted by reference to or inference under the terms of any other clauses or paragraphs of this Article, or of any

other Articles of these Articles of Incorporation, but that each of the purposes, objects and powers specified in this Article, and each of the Articles or paragraphs of these Articles of Incorporation shall be regarded as independent purposes, objects and powers.

ARTICLE III

CAPITAL STOCK

The authorized capital stock of the corporation shall be:

7,500 shares at \$1.00 par value.

All of said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose; labor or services may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE IV

INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is: 6888 Skyline Drive, Delray Beach, FL 33446. The name of the initial registered agent of the corporation is Mark A. Perry.

ARTICLE V

CORPORATE EXISTENCE

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

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The corporation shall have a principal place of business and shall have the privilege of having branch offices within the State of Florida, and within or without the United States of America. Initially, the principal place of business of the corporation shall be 6888 Skyline Drive, Delray Beach, FL 33446.

ARTICLE VII

BOARD OF DIRECTORS

The business of the corporation shall be managed, and its corporate powers

exercised, by a Board of not less than 1 nor more than 5 directors. The exact number shall be established by the By-Laws, provided that the initial Board of Directors shall consist of 4 members. The acts of the majority of the Directors at a meeting where a quorum is present shall be the act of the Board of Directors. Directors' Meeting may be held within or without the state. The Directors may, by resolution, designate an Executive Committee, and members of the Board of Directors or an Executive Committee, shall be deemed present at a meeting of such Board or Committee if a telephone conference, or similar communication equipment, by means of which all persons participating in the meeting can hear each other is used.

ARTICLE VIII

OFFICERS

The officers of this corporation shall consist of a President, Vice President, Secretary and Treasurer, and such other officers and agents as may be provided for by the By-Laws of this corporation who shall be chosen, serve for such term and have such duties as may be prescribed by such By-Laws. Any of said offices may be combined.

ARTICLE IX

INITIAL OFFICERS AND DIRECTORS

The names and street addresses of the first Board of Directors and Officers of the corporation who shall hold office for the first year or until their successors are chosen shall be:

JOHN F. VAN LENNEP	President/Treasurer/Director
JOSHUA LLOYD	Vice President/Director
GEORGE SHEPPARD	Secretary/Director
JEAN ROBICHAUG	Director

ARTICLE X

SUBSCRIBERS

The names and street addresses of each subscribed and the number of shares of stock which each agrees to take, and the consideration thereof, is as follows:

MARK A. PERRY
50 S.E. 4th Avenue
Delray Beach, FL 33483

400 shares

ARTICLE XI
RESTRICTIONS ON SALE OR TRANSFER OF STOCK

The corporation and/or shareholders of the corporation may enter into any agreement restricting the sale or transfer of shares of stock in this corporation which is authorized under the laws of Florida. The By-Laws of the corporation may contain any restrictions on the sale or transfer of shares of stock in this corporation which are authorized under the laws of Florida.

ARTICLE XII
INDEMNIFICATION

Each Director and Officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all costs and expenses reasonably incurred upon him in connection with or arising out of any claim, demand, action, suit or proceedings in which he may be involved or to which he may be made a part by reason of his being or having been made a director or officer of the corporation (said expenses to include attorneys' fees and costs or reasonable settlements made with a view of curtailment of costs of litigation), except in relation to matters as to which he finally shall be adjudged in any such action, suit or proceedings to have been derelict in the performance of his duty, as such officer or director. Such right of indemnification shall be exclusive of any other rights to which a director or officer may be entitled under any regulations, agreements, vote of stockholders, or to which he may be entitled as a matter of law, and the rights of indemnification shall inure to the benefit of the heirs, executors and the administrators of any such director or officer.

ARTICLE XIII
AMENDMENT TO ARTICLES

The corporation reserves the right to amend, alter or repeal any provision contained in the Articles of Incorporation in the manner now or hereafter prescribed by the Statutes

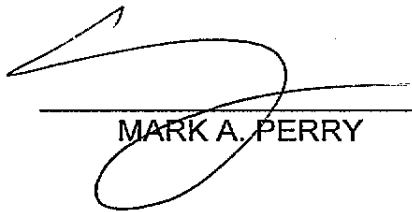
of the State of Florida, and all rights and powers conferred on directors, officers and stockholders herein are granted subject to this reservation; provided, however, that no amendment, alteration or repeal of these Articles of Incorporation shall be valid unless consented by a majority of the stockholders of the corporation entitled to vote thereon present at any stockholders' meeting concerning the same, if the notice of the proposed action was included in the notice of the meeting or if such notice is waived in writing by all of the stockholders entitled to vote thereon.

ARTICLE XIV

DATE OF BEGINNING OF CORPORATION

This corporation shall begin existence as of January 4, 2002.

IN WITNESS OF THE FOREGOING, we have hereunto set our hands and seals
this 3 day of January, 2002.




MARK A. PERRY

STATE OF FLORIDA }
COUNTY OF PALM BEACH }

The foregoing instrument was acknowledged before me this 3 day of January, 2002, by Mark A. Perry who is personally known to me or who has produced _____ (type of identification) as identification and who (did) (did not) take an oath.



Kathleen H. Farnham
MY COMMISSION # CC909632 EXPIRES
May 20, 2004
BONDED THRU TROY FAIN INSURANCE, INC.



Notary Public - State of Florida
My commission expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHO PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that DOWN UNDER, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at City of Delray Beach, County of Palm Beach, State of Florida, has named MARK A. PERRY, located at 50 S.E. Fourth Avenue, Delray Beach, Florida 33483, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

By: _____

MARK A. PERRY

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TALLAHASSEE FLORIDA