

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P020000043010

Down 2 Earth, Inc

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*****78.75 *****78.75

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02 APR 22 AM 10:50 02 APR 19 PM 12:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATE REGISTRATION
- ☒ Art of Inc. File _____
☐ LTD Partnership File _____
☐ Foreign Corp. File _____
☐ L.C. File _____
☐ Fictitious Name File _____
☐ Trade/Service Mark _____
☐ Merger File _____
☐ Art. of Amend. File _____
☐ RA Resignation _____
☐ Dissolution / Withdrawal _____
☐ Annual Report / Reinstatement _____
☒ Cert. Copy _____
☒ Photo Copy _____
☐ Certificate of Good Standing _____
☐ Certificate of Status _____
☐ Certificate of Fictitious Name _____
☐ Corp Record Search _____
☐ Officer Search _____
☐ Fictitious Search _____
☐ Fictitious Owner Search _____
☐ Vehicle Search _____
☐ Driving Record _____
☐ UCC 1 or 3 File _____
☐ UCC 11 Search _____
☐ UCC 11 Retrieval _____
☐ Courier _____
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02 APR 22 AM 9:32
DIVISION OF CORPORATE REGISTRATION
- g 4/22*

Signature _____

Requested by: *[Signature]*

Name _____

Date 4/19/02

Time 9:00

Walk-In _____

Will Pick Up _____

**ARTICLES OF INCORPORATION
OF
DOWN 2 EARTH, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

Article 1. The name of the Corporation is:

Down 2 Earth, Inc.

Article 2. The Corporation is formed for the following purposes:

To carry on any lawful activity.

To enter into, perform and carry out contracts and agreements of every kind and nature, with any person, firm, corporation or other entity, and any State, county, municipal or other governmental body, including all boards, bureaus and agencies thereof.

To carry on any other activities necessary to, in connection with or incidental to the foregoing.

The provisions of this Article shall be construed as purposes and objects, and the matters expressed in each provision hereof shall not be limited in any way, except as otherwise expressly provided herein, by reference to or inference from the terms of any other provision hereof, and shall be regarded as independent purposes and objects. The enumeration of specified purposes and objects shall not be construed to exclude, limit or otherwise restrict in any manner any power, right or privilege given to the Corporation herein or by law, or to limit or restrict in any manner the meaning of the provisions hereof, or the general powers of the Corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature, not expressed.

Article 3. The street address of the registered office of the Corporation in the State of Florida is 630 NE 17 Avenue, Fort Lauderdale, FL 33304, and the name of the Corporation's initial registered agent upon whom process against the Corporation may be served at said registered office is Andrea Woodburn.

Article 4. The street address of the initial principal office of the Corporation is 630 NE 17 Avenue, Fort Lauderdale, FL 33304.

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TALLAHASSEE, FLORIDA

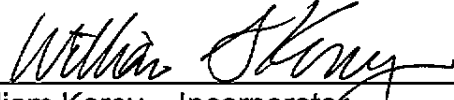
Article 5. The total number of shares of stock which the Corporation shall have authority to issue is 200 shares, \$1.00 par value, all of which shall be of the same class and all of which are designated as common stock.

Article 6. No shareholder of the Corporation, by reason of the holding of shares by such shareholder, shall have any preemptive right to purchase, subscribe to, or have first offered to, any shares of any class of the Corporation, presently or subsequently authorized, or any notes, debentures, bonds or other securities of the Corporation convertible into, or carry options or warrants to purchase, shares of any class, presently or subsequently authorized (whether or not the issuance of any such shares, or such notes, debentures, bonds or other securities would adversely affect the dividend or voting rights of such shareholders), other than such rights, if any, as the Board of Directors in its sole discretion from time to time may grant, at such prices as the Board of Directors in its discretion may fix. The Board of Directors may issue shares of any class of the Corporation, or any notes, debentures, bonds or other securities convertible into, or carrying options or warrants to purchase, shares of any class without offering any such shares of any class, either in whole or in part, to the existing shareholders of any class.

Article 7. The number of directors constituting the initial Board of Directors of the Corporation is two. The number of directors of the Corporation may be increased or decreased pursuant to the bylaws of the Corporation, and so long as there are less than three shareholders, the number of directors may be less than three but not less than the number of shareholder. The name and address of each person who is to serve as a director until a successor is elected and qualifies are: William Korey having an address at 2700 NE 29 Ct., Fort Lauderdale, FL 33306 and Andrea Woodburn having an address at 630 NE 17 Avenue Fort Lauderdale, FL 33304.

Article 8. The name of the incorporator is William Korey, and the mailing address of the incorporator is 2700 NE 29 Ct., Fort Lauderdale, FL 33306.

Dated: April 04, 2002.

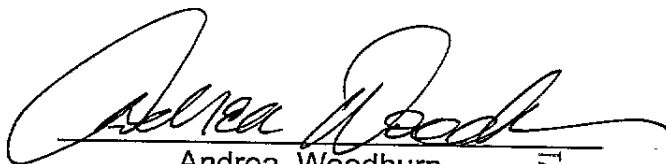


William Korey Incorporator

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in the Articles of Incorporation, 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 I am familiar with and accept the obligations of my position as registered agent.

Dated: April 04, 2002

A handwritten signature in cursive script, appearing to read "Andrea Woodburn", is written over a horizontal line.

Andrea Woodburn

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