

Y02080066118

EFFECTIVE DATE
5-22-02

FILED
02 MAY 28 PM 12:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 22, 2002

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

Re: New Incorporation

Dear Sir or Madam:

Please find enclosed the Articles of Incorporation of C D & B, INC. and a check for \$122.50. Please forward the corporate charter, when issued, to:

C D & B, INC.
1218 Conner Lane
Yulee, Florida 32097

000005621760--7
-05/28/02--01068--014
*****122.50 *****78.75

2/02-15596
06/14



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 30, 2002

SCOTT A. ST. ORES
1218 CONNER LANE
YULEE, FL 32097

SUBJECT: C D & B, INC.
Ref. Number: W02000015596

We have received your document for C D & B, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6972.

Doris Brown
Document Specialist
New Filings Section

Letter Number: 002A00034870

EXPIRATION DATE
5-22-02

FILED

02 MAY 28 PM 12:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

DOWN SOUTH DEVELOPERS, INC.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this corporation is Down South Developers, Inc. and its principal place of business is located at 1218 CONNER LANE, YULEE, FLORIDA 32097.

ARTICLE II

NATURE OF BUSINESS

This corporation is organized for the purpose of engaging in and transacting any or all lawful business permitted under the laws of the State of Florida or any other state and of the United States.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue Seventy Five Hundred (7500) shares of common stock having a par value of One and No/100 dollars (\$1.00) per share, which shares shall be and hereby designated as "Common Shares".

ARTICLE IV

TERM OF EXISTENCE

The term for which this corporation shall exist shall be perpetual, commencing on May 22, 2002.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida is 3616 Emerson Street, Jacksonville, Florida, 32207, and the name of the initial registered agent of this corporation is Colleen M. Banks. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) Director initially. The number of Directors may be increased or decreased, from time to time, by amendment to the Bylaws, but in no event shall the number of Directors be reduced below ONE (1). The name and address of the initial Director of this corporation is as follows:

NAME

ADDRESS

Scott A. St. Ores

1218 Conner Lane
Yulee, Florida 32097

ARTICLE VII

INCORPORATOR

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

NAME

ADDRESS

Scott A. St. Ores

1218 Conner Lane
Yulee, Florida 32097

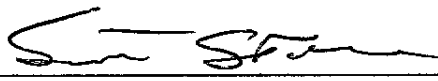
ARTICLE VIII
AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation pursuant to these Articles, except that the shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, repealed or amended by the Board of Directors.

ARTICLE IX
PRE-EMPTIVE RIGHTS

Each shareholder, upon the issuance of any additional stock or other type of security of the Corporation which is either equitable in nature or convertible into any security of stock which is equitable in nature, shall have the right to purchase his pro rate share thereof at the price at which such stock or other security is offered to others, which price may be in excess of par.

IN WITNESS WHEREOF, the undersigned incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal this 22nd day of May 2002

 (SEAL)

Scott A. St. Ores

STATE OF FLORIDA

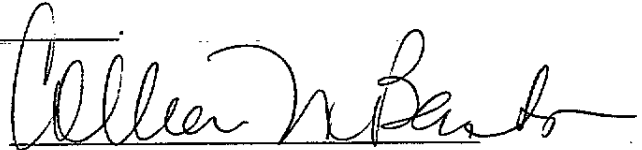
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 23rd day of

May 2002 by Scott A. St. Ores, as President of DOWN SOUTH DEVELOPERS, INC., a Florida Corporation,
on behalf of the

corporation. He is not personally known to me and did/did not take an oath.

Identification provided: _____


Notary Public (Signature)



Colleen M. Banks
Commission # CC 904619
Expires Feb. 4, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

Colleen M. Banks
Printed Name of Notary

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED AND
ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT.

FILED

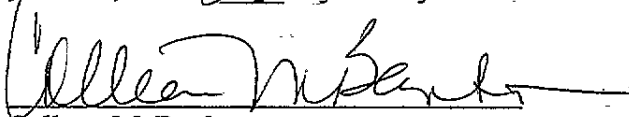
02 MAY 28 PM 12:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 48.091 and 607.034, Florida Statutes, DOWN SOUTH DEVELOPERS, INC. desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in its Articles of Incorporation, being located at 3616 Emerson St., Jacksonville, Florida, 32207, Florida has designated Colleen M. Banks as its initial registered agent to accept service of process within this state, and has designated as its initial registered office the following address: 3616 Emerson St., Jacksonville, Florida, 32207.

Pursuant to Sections 48.091 and 607.034, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon DOWN SOUTH DEVELOPERS, INC., a corporation organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 3616 Emerson St., Jacksonville, Florida, 32207.

IN WITNESS WHEREOF, I, the said Registered Agent, have hereunto set my hand and seal at Jacksonville, Duval County, Florida, on this 23rd day of May 2002.



Colleen M. Banks as
Registered Agent