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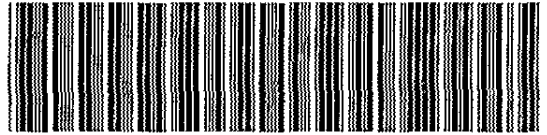
(Business Entity Name)

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TALLAHASSEE, FLORIDA

03 MAR 16 AM 9:11

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03/07/03--01048--002 \*78.75

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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**LAZARUS CORPORATE FILING SERVICE**

**3320 S.W. 87 AVENUE**

**MIAMI, FLORIDA (305)552-5973**

**TERESA ROMAN ( TALLAHASSEE REPRESENTATIVE)**

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. DOWN TO EARTH PRODUCTIONS INC  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

March 10, 2003

LAZARUS

SUBJECT: DOWN TO EARTH PRODUCTIONS INC.  
Ref. Number: W03000006738

We have received your document for DOWN TO EARTH PRODUCTIONS INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.**

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

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) 245-6067.

Neysa Culligan  
Document Specialist  
New Filings Section

Letter Number: 003A0001

RECEIVED  
03 MAR 13 PM 12:11  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF**

FILED  
03 MAR 14 AM 9:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME and PRINCIPAL PLACE OF BUSINESS**

The name of this corporation is TD, T. E. PRODUCTIONS INC. and its principal place of business shall be located at 3964 N.W. 38<sup>TH</sup> Avenue, Ft. Lauderdale, Florida 33309

**ARTICLE II - DURATION**

This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue one hundred (100) shares of common stock at one (\$1.00) par value, which shall be designated as "Common Shares."

**ARTICLE V - PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 1701 Lakeshore Boulevard, #607, Jacksonville, Florida 32210 and the name of the initial registered agent of this corporation at that address is JESSICA REDDICK.

**ARTICLE VII - DIRECTORS**

Initially, this corporation shall have ONE (1) Director who shall serve until his successors shall be elected/appointed at the first meeting of the stockholders and thereafter this corporation

shall have no less than one (1) director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The names and addresses of the initial directors are as follows:

<u>Name</u>	<u>Address</u>
Albert Boothe	3964 N.W. 38 <sup>th</sup> Avenue, Ft. Lauderdale, Florida 33309
Roy Gordon	3964 N.W. 38 <sup>th</sup> Avenue, Ft. Lauderdale, Florida 33309

#### ARTICLE VIII - OFFICERS

The names and addresses of the initial officers of the corporation, who shall serve until their successors shall be elected or appointed, are:

	<u>Name</u>	<u>Address</u>
President:	Albert Boothe	3964 N.W. 38 <sup>th</sup> Avenue, Ft. Lauderdale, Florida 33309
Vice President:	Roy Gordon	3964 N.W. 38 <sup>th</sup> Avenue Ft. Lauderdale Florida 33309
Secretary:	Marlene Gordon	3964 N.W. 38 <sup>th</sup> Avenue Ft. Lauderdale Florida 33309
Treasurer:	Albert Boothe	3964 N.W. 38 <sup>th</sup> Avenue

Ft. Lauderdale  
Florida 33309

#### ARTICLE IX - INCORPORATOR

The name and address of the Incorporator signing these articles is:

<u>Name</u>	<u>Address</u>
FRANZ A. PARKE P.A.	18350 N.W. 2 <sup>nd</sup> Avenue, Suite 500 Miami, Florida 33169

#### ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. No officer or director shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that officer or director breached or failed to perform his duties as an officer or director as provided §607.0831, Florida Statutes (1990).

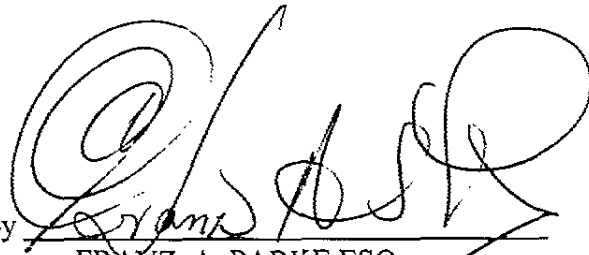
#### ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. Articles may be amended at any time by a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on the date of signing.

Dated: February 25, 2003

By

  
FRANZ A. PARKE ESQ.  
Incorporator

**CERTIFICATE DESIGNATING PLACE AND NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that *D.T.E. PRODUCTIONS INC.*,  
desiring to organize or qualify under the laws of the State of Florida, has named Jessica Reddick  
located at 1701 Lakeshore Blvd., #607, Jacksonville, Florida 32210, as its agent to accept service of  
process within Florida.

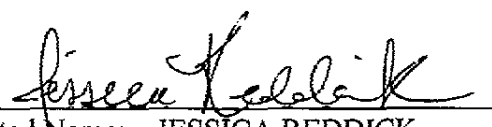
Dated: February 25, 2003

By   
Printed Name: FRANZ A. PARKE ESQ.  
Incorporator

**ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the above stated  
corporation, at the place designated in this certificate, I hereby 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: February 25, 2003

By   
Printed Name: JESSICA REDDICK  
Registered Agent

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03 MAR 14 AM 9:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA