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Florida Department of State  
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To:  
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Fax Number : (850)205-0381

From:  
Account Name : EMPIRE CORPORATE KIT COMPANY  
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Phone : (305)634-3694  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

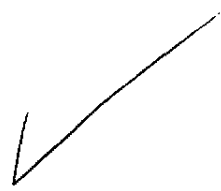
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FLORIDA PROFIT CORPORATION OR P.A.

down by law investors inc.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION

OF

DOWN BY LAW INVESTORS INC.

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TALLAHASSEE, FLORIDA

The undersigned, incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME OF THE CORPORATION

The name of the corporation is DOWN BY LAW INVESTORS INC., hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is 3530 NW 205<sup>th</sup> ST. MIAMI, FL 33056.

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue Five Thousand (5,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may consist of any tangible or intangible property

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or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

#### **ARTICLE VI: PREEMPTIVE RIGHTS**

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

#### **ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the Corporation's initial registered office is 3530 NW 205<sup>TH</sup> ST. MIAMI, FL 33056 and the registered agent at that office is DONALD LAW.

#### **ARTICLE VIII: INITIAL BOARD OF DIRECTORS**

The Corporation shall have ONE (1) director(s) constituting the initial Board of Directors. The number of director(s) may be increased or decreased from time to time by the bylaws.

The initial Board of Director(s) of the Corporation shall be comprised of:

**DONALD LAW  
3530 NW 205<sup>TH</sup> ST.  
MIAMI, FL 33056**

**ARTICLE IX: INCORPORATOR**

The incorporators of the Corporation are as follows:

**DONALD LAW  
3530 NW 205<sup>TH</sup> ST.  
MIAMI, FL 33056**

IN WITNESS WHEREOF, I, DONALD LAW, the undersigned incorporator, have signed these Articles of Incorporation on this 05 day of August, 2003, and acknowledged the same to be my act.

  
\_\_\_\_\_  
DONALD LAW

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

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Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First-That **DOWN BY LAW INVESTORS 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 MIAMI, County of DADE, State of Florida, has named **DONALD LAW**, at 3530 NW 205<sup>TH</sup> AVENUE, MIAMI, FLORIDA 33142, in the City of MIAMI, County of DADE, State of Florida, as its agent to accept service of process within this state.

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-Acceptance of Agent-

ACKNOWLEDGMENT:

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 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.

BY: [Signature]  
DONALD LAW

DATE: 8-05-2003

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