

P03000137280

(Requestor's Name)

Mike Downs
1425 SW 9th Court
Cape Coral, FL 33991

(City/State/Zip/Phone #)

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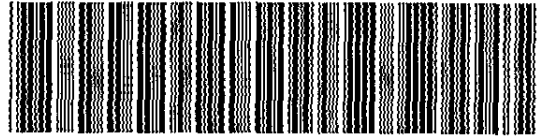
(Business Entity Name)

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
Michael Downs, Inc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby petition for the formation of a corporation under the laws of the State of Florida with and under the following charter:

ARTICLE I

The name of this corporation shall be Michael Downs, Inc.

ARTICLE II

The general nature of the business to be transacted shall be Maintenance and Repair and to otherwise engage in any activity or business permitted under the laws of the United States of America and this state.

ARTICLE III

The authorized capital stock of this corporation shall consist of 1,000 shares of common stock with a par value of \$1.00 each, said stock to be issued initially to the original incorporators as shown below. On dissolution or liquidation of the corporation, the holder of stock shall be entitled to distribution ratable as their holdings may appear upon the stock record of the corporation.

ARTICLE IV

The corporation shall have perpetual existence.

ARTICLE V

The business and property of this corporation shall be managed by a Board of Directors consisting of one or more members, as may be provided by the By-Laws.

ARTICLE VI

The names and post office addresses of the first Board of Directors of this corporation, who, subject to the provisions of these Articles, the By-Laws of this corporation and the laws of the State of Florida, shall hold office for the first year of this corporation's existence or until their successors are elected and have qualified, are as follows:

	<u>Office</u>	<u>Address</u>
Michael Downs, Sr.	President	1425 SW 9 th Court Cape Coral, FL 33991
Michael Downs, Jr.	Treasurer	1425 SW 9 th Court Cape Coral, FL 33991

ARTICLE VII

The registered agent of the purpose of complying with Florida Law shall be Michael Downs, Sr., and the registered post office address of this corporation shall be 1425 SW 9th Court Cape Coral, FL 33991

ARTICLE VIII

The post office address of the principal office of this corporation shall be 1425 SW 9th Court Cape Coral, FL 33991 and branch offices may be maintained at such places in the State of Florida and in the United States of America and in foreign countries as may from time to time be authorized by the stockholders of Board of Directors of this corporation.

ARTICLE IX

The names and post office addresses of the Subscribers of these Articles of Incorporation and the number of shares of the capital stock of this corporation subscribed by the said Subscribers of these Articles of Incorporation are as follows:

Michael Downs, Sr.	1425 SW 9 th Court Cape Coral, FL 33991	975 shrs
Michael Downs, Jr.	1425 SW 9 th Court Cape Coral, FL 33991	25 shrs

ARTICLE X

The regulations of conduct of the affairs of this corporation, the issuance of certificates of capital stock of this corporation, the voting rights of the holders of the shares of the capital stock of this corporation, are vested in the Shareholders.

ARTICLE XI

The stock of this company is hereby offered under Section 1244 of the Internal Revenue Code as small business corporation stock and carries the privileges there under granted.

IN WITNESS WHEREOF, the undersigned subscribers have hereto set their hands and seals in the of Fort Myers, County of Lee, State of Florida, this 24th day of October 2003.


Michael Downs, Sr.


Michael Downs, Jr.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Certificate of Designation of
Registered Agent/Registered Office**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the Undersigned Corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered Agent, in the State of Florida.

1. The name of the corporation is Michael Downs, Inc.
2. The name and address of the registered agent and office is:

Michael Downs, Sr.

(Name)

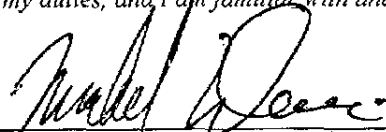
1425 SW 9th Court

(P.O. Box or Mail Drop Box **NOT** Acceptable)

Cape Coral, FL 33991

(City/State/Zip)

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 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.


(Signature)

10/24/03
(Date)