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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
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FLORIDA PROFIT CORPORATION OR P.A.

invest america (down south), inc.

Certificate of Status	0
Certified Copy	1
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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(4)

**ARTICLES OF INCORPORATION
OF
INVEST AMERICA (Down South), INC.**

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TALLAHASSEE, FLORIDA

The undersigned hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the Florida Business Corporation Act:

**I.
NAME**

The name of this corporation is Invest America (Down South), Inc. (the "Corporation"). The principal place of business and mailing address of the Corporation is Suite 200 Grand Bay Plaza, 2665 South Bayshore Drive, Miami, Florida 33133.

**II.
EFFECTIVE DATE AND DURATION**

The effective date of this Corporation shall be December 8, 2003, and shall exist perpetually thereafter unless sooner dissolved according to law.

**III.
PURPOSE**

This Corporation is authorized to engage in any business permitted to corporations organized under the Florida Business Corporation Act.

**IV.
CAPITALIZATION**

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 990 shares of non-voting common stock having a par value of \$1.00 per share (the "Non-Voting Shares") and 10 shares of voting common stock having a par value of \$1.00 per share (the "Voting Shares"). The only difference in the rights and privileges between the two classes of stock shall be that the holders of the Non-Voting Shares shall not be entitled to vote at matters presented to the shareholders of the Corporation.

Juan T. O'Naghten
Fla. Bar No.: 305774
Suite 200
2665 South Bayshore Drive
Miami, Florida 33133

Audit Number: _____

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Audit Number: _____

**V.
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this Corporation shall be Suite 200, 2665 South Bayshore Drive, Miami, Florida and the initial registered agent of this Corporation at such office shall be Juan T. O'Naghten, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

**VI.
INITIAL DIRECTORS**

The number of directors constituting the board of directors of the corporation shall be determined in accordance with the bylaws, but shall not be less than one (1). The names and addresses of the persons who are to serve as members of the initial board of directors are:

<u>Name</u>	<u>Address</u>
Juan T. O'Naghten	Suite 200 Grand Bay Plaza 2665 South Bayshore Drive Miami, Florida 33133

**VII.
INCORPORATOR**

The Incorporator is Juan T. O'Naghten and his address is Suite 200, 2665 South Bayshore Drive, Miami, Florida 33133.

In witness whereof, the undersigned has executed these Articles of Incorporation on December 8, 2003.



Juan T. O'Naghten, Incorporator

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE
AND ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

1. The name of the Corporation is: Invest America (Down South), Inc.
2. The name and address of the registered agent and the registered office is: Juan T. O'Naghten, Suite 200, 2665 South Bayshore Drive, Miami, Florida 33133

Pursuant to Sections 48.091 and 607.0501, et seq., Florida Statutes, the undersigned has been named to act as the registered agent of the Corporation at the place designated in this certificate and the undersigned agrees to accept such appointment and to act in that capacity. The undersigned further agrees that the undersigned will comply with all provisions of all statutes relating to the proper and complete performance of the duties of the registered agent of the Corporation and that the undersigned is familiar with and accepts the obligations of the position of registered agent for the Corporation.

Date: December 8, 2003



Juan T. O'Naghten, Registered Agent

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