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Florida Department of State
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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.

hands down entertainment, inc.

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ARTICLES OF INCORPORATION
OF
Hands Down Entertainment, Inc.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associates themselves together to form a corporation under the Laws of the State of Florida.

ARTICLE I
NAME

The name of this corporation is Hands Down Entertainment, Inc.

ARTICLE II

NATURE OF BUSINESS

The corporation shall have the unlimited power to engage in any activity or business under the Laws of the United States of America and of the State of Florida.

ARTICLE I
CAPITAL STOCK

The maximum number of shares of stock that this corporation shall have the authority to issue is 500 shares of Common Stock having a par value of 1.00 dollar each.

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ARTICLE IV

TERMS OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE V

ADDRESS

The initial address of this Corporation in the State of Florida is: 10869 Madison Drive, Boynton Beach Florida 33473. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI

DIRECTORS

The Corporation shall have not less than One (1) nor more than Seven (7) Directors.

ARTICLE VII

INITIAL DIRECTORS

The names and address of the members of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Christian Burgos – President, Secretary	5910 NW Paradise Place Tamarac FL 33321
Thomas Pitarresi – Vice President, Treasurer	10869 Madison Drive Boynton Beach FL 33437

ARTICLE VIII
INCORPORATORS

The names and addresses of the Incorporators to these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
Thomas Pitarresi	10869 Madison Drive Boynton Beach FL 33437

ARTICLE IX
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders and approved at Stockholders meeting by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF the parties to these Articles of Incorporation have hereunto set their hands and seals this 17 day of May, 2004.



Thomas Pitarresi

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of §607.0501, Florida Statutes, the mentioned corporation organized under the Laws of the State of Florida submits the following statement in designation of its registered office or registered agent or both, in the State of Florida:

1. a. The name of the corporation is: Hands Down Entertainment, Inc.
2. The name and address of the registered agent and office: Thomas Pitarresi, 10869 Madison Drive, Boynton Beach Florida 33437.
3. Having been named as the 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 regulating the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.



Thomas Pitarresi
as Registered Agent

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