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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Division of Corporations
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From:

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

downer corporation

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF INCORPORATION
OF**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOWNER CORPORATION

The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation as follows:

**ARTICLE I
NAME**

The name of the corporation is Downer Corporation (hereinafter called the "Corporation").

**ARTICLE II
DURATION AND BEGINNING OF CORPORATE EXISTENCE**

The corporation shall exist perpetually. The corporate existence shall commence as of the filing of the Articles of Incorporation.

**ARTICLE III
PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV
CAPITAL STOCK**

The Corporation is organized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the Corporation is authorized to have outstanding is 100 shares of common stock at \$1.00 par value per share. Holders of common stock are entitled to vote on all questions required by law on the basis of one vote per person and there shall be no cumulative voting. Holders of common stock shall not have preemptive rights to subscribe to the Corporation's securities.

Prepared by:

Lloyd G. Geddes & Associates
18805 Northwest 39th Place
Miami, Florida 33055

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ARTICLE V
INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of this Corporation is 1951 NW 190th. Terrace, Miami, Fl.33056.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and agent of this Corporation is 1951 NW 190th. Ter. Miami, Fl. 33056.

The name of the Corporation's initial registered agent at that office is: Norma Downer.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The street address of the initial board of directors of this Corporation is 1951 NW 190th. Ter.Miami, Fl. 33056.

The name of individuals who are to serve as the initial board of directors of the Corporation are: Norma Downer,Cheryle Downer and Richard Downer.

VIII
BY LAWS

The name and address of the incorporators of these Articles of Incorporation are Norma Downer and Richard Downer of 1951 NW.190th. Ter. Miami, Fl.33056 and Cheryle Downer of 20621 NW 2nd. Court,Miami,Fl. 33169.

ARTICLE IX
INDEMNIFICATION

The Corporation shall indemnify to the full extent permitted by law, the incorporators, any officer, director, employee, or agent of the Corporation, or any person who at the request of the Corporation is or was serving as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE X
AMENDMENT

This Corporation reserves the right to amend or repeal any prior provisions contained in these Articles of Incorporation or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporators, have executed these Articles of Incorporation this _____ day of _____.

Norma Downer
(Norma Downer)
Incorporator

Richard Downer
(Richard Downer)
Incorporator

Cheryl Downer
(Cheryl Downer)
Incorporator

STATE OF FLORIDA }
)SS:
COUNTY OF DADE }

BEFORE ME, the undersigned authority, personally appeared _____ and _____ who are personally known to me or who produced _____ as identification, and they acknowledged before me that they executed the foregoing Articles of Incorporation for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Miami, Dade County, Florida, this _____ day of _____.

NOTARY PUBLIC, State of Florida at Large

My Commission Expires:

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**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Sections 48.091 and 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of Downer Corporation a Florida corporation (the "Corporation"), in the Corporation's Articles of Incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this _____ day of _____, _____.

By: Norma Downer
(Norma Downer)
Registered Agent

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