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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2004 NOV 29 P 3:21

FILED

November 22, 2004

Florida Dept. of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32301

Subj: Incorporation of DOWNTOWN MELBOURNE, INC.

Dear Sir or Madam:

Enclosed please find the following:

1. The original and one copy of the Articles of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.
2. My check in the amount of \$78.75 to cover the filing fee.
3. Designation of Resident Agent.

Kindly acknowledge filing of these Articles of Incorporation, in compliance with Florida law and return the certified copy of the Articles of Incorporation to the undersigned at Express Paralegal Services, Inc., 129 W. Hibiscus Blvd, Melbourne, FL 32901; (321) 729-6399

Thank you for your assistance in this matter.

Sincerely,



Gregory Petrillo

ARTICLES OF INCORPORATION  
OF  
DOWNTOWN MELBOURNE, INC.

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TALLAHASSEE, FLORIDA

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ARTICLE I. NAME

The name of this corporation is DOWNTOWN MELBOURNE, INC.

ARTICLE II. DURATION

This corporation shall commence January 1, 2005, and shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated "common shares".

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 151 Paradise Blvd. Villa 3, Indialantic, Florida 32903, and the name of the initial registered agent of this corporation at that address is GREGORY PETRILLO.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

GREGORY PETRILLO	GIUSEPPE MAZZELLA
151 Paradise Blvd. Villa 3	2415 Wildwood Dr.
Indialantic FL 32903	Melbourne FL 32935

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 916 E. New Haven Ave., Melbourne, Florida 32901, and the mailing address of the corporation is 916 E. New Haven Ave., Melbourne FL 32901.

ARTICLE IX. INCORPORATOR

The name and address of the person signing these articles are:

GREGORY PETRILLO  
151 Paradise Blvd. Villa 3  
Indialantic FL 32903

ARTICLE X. AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on this 22 day of November, 2004.

  
GREGORY PETRILLO

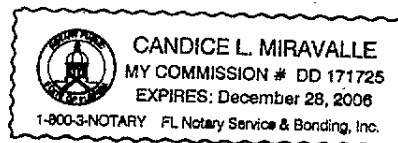
STATE OF FLORIDA  
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared GREGORY PETRILLO known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 22nd day of November, 2004.

  
Notary Public

*Per known*




DESIGNATION  
AS  
REGISTERED AGENT

In compliance with Section 48.091, and Section 607.034,  
Florida Statutes, the following is submitted:

That DOWNTOWN MELBOURNE, INC., desiring to organize  
under Statutes of the State of Florida, with its principal  
office at 916 E. New Haven Ave., Melbourne, Florida 32901,  
has named GREGORY PETRILLO located at 151 Paradise Blvd.  
Villa 3, Indialantic, Florida 32903, as its agent to accept  
service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the  
above named Corporation, at the place designated in this  
certificate, the undersigned agrees to act in this capacity,  
and agrees to comply with the provisions of Florida law  
relative to keeping the designated office open.

  
GREGORY PETRILLO  
Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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