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FROM CRRY BUCHANAN

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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: CRRY, BUCHANAN, BOWDISH, ET AL

DEPARTMENT OF STATE

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: DOWNEAST SUPPORT SYSTEMS, INC.

FAX AUDIT NUMBER: H95000000028

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**ARTICLES OF INCORPORATION
OF**

DOWNEAST SUPPORT SYSTEMS, INC.

The undersigned does hereby certify his intention to form a corporation under and by virtue of the laws of the State of Florida, and further certifies that:

**ARTICLE I
NAME**

The name of this corporation shall be:

DOWNEAST SUPPORT SYSTEMS, INC..

**ARTICLE II
TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE III
NATURE OF BUSINESS**

The general nature of the business or businesses to be transacted under this Certificate of Incorporation shall be:

To conduct business seminars and conventions and to engage in any activity or business permitted under the laws of the United States and of the State of Florida and to carry out said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

**ARTICLE IV
AUTHORIZED SHARES**

A. Number. The aggregate number of shares that the corporation shall have the authority to issue is Seven Thousand Five Hundred (7,500) shares of Capital Stock with a par value of One (\$1.00) Dollar per share.

B. Initial Issue. One Thousand (1,000) shares of the Capital Stock of the corporation shall be issued for cash at a par value of One (\$1.00) Dollar per share.

C. Stated Capital. The sum of the par value of all shares of Capital Stock of the corporation that have been issued

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**ARTICLE IX
INCORPORATOR**

The name and address of the initial incorporator is as follows:

Lawrence E. Cary III 555 Colorado Avenue
Stuart, FL 34994

**ARTICLE X
AMENDMENT OF ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended in the manner provided by law. Every proposed amendment to these Articles of Incorporation shall require the approval by the Board of Directors, whereupon it shall be proposed by the Board to the Stockholders, and, for adoption, shall require the approval at a Stockholder's meeting by a majority of the stock entitled to vote thereon; unless all the Directors and all the Stockholders sign a written statement adopting the proposed Amendment to these Articles of Incorporation.

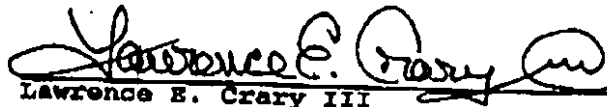
**ARTICLE XI
BYLAWS**

The Bylaws of the Corporation shall be made, altered or rescinded by a two-thirds (2/3rds) majority vote of the Directors of the corporation.

**ARTICLE XII
PREEMPTIVE RIGHTS**

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal and subscribed to these Articles of Incorporation at Stuart, Martin County, Florida, this 27th day of December, 1994.


Lawrence E. Cary III

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ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated on the above Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of Florida Law relative to keeping open said office.

Lawrence E. Crary III
Lawrence E. Crary III
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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