

P95000022452

ATTORNEY AND COUNSELOR AT LAW

ANDREW L. REIFF

SOUTHWEST BANK BLDG. SUITE 1000
135 W. CENTRAL BLVD, P.O. Box 1059
ORLANDO, FLORIDA 32802-1059

(407) 423-8183
Fax (407) 425-1501

March 15, 1995

Secretary of State
State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

200001484222
-03/20/95--01077--002
****122.50 ****122.50

Re: DOWN UNDER COMMUNICATIONS, INC.
Our File No. 1-95-121/Incorporation/Titus/Reed

Gentlemen:

I am enclosing herewith an original and a copy of the Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the filing fees.

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this matter would be greatly appreciated.

Sincerely,


Andrew L. Reiff

ALR/mc
Enclosure

cc: Steve Titus

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 20 AM 10:08

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95 MAR 20 AM 10:08

**ARTICLES OF INCORPORATION
OF**

DOWN UNDER COMMUNICATIONS, INC.

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

ARTICLE I

NAME

The name of this corporation is DOWN UNDER COMMUNICATIONS, INC.

ARTICLE II

DURATION

The period of its duration is perpetual.

ARTICLE III

PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to issue 10,000 shares, all of one class, at \$0.10 par value.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The name and address of the registered agent and registered office of this corporation shall be as follows:

MARK REED
1762 Big Oak Lane
Kissimmee, Florida 34746

ARTICLE VI

MAILING ADDRESS OF THE CORPORATION

The mailing address and office of the corporation is

1762 Big Oak Lane, Kissimmee, Florida 34746.

VII

INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial directors of this corporation are:

STEVE TITUS
6641 Lake Kirkland Drive
Clermont, Florida 34711

MARK REED
1762 Big Oak Lane
Kissimmee, Florida 34746

ARTICLE VIII

INCORPORATORS

The name and address of the Incorporator signing these Articles of Incorporation is:

STEVE TITUS
6641 Lake Kirkland Drive
Clermont, Florida 34711

ARTICLE IX

DIRECTORS' AUTHORITY TO FIX COMPENSATION

Directors shall have authority to fix the compensation of the officers of this corporation.

ARTICLE X

PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind of series of stock in this corporation that may from time to time be issued, whether or not presently authorized, including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any stockholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the

corporation, stating the price, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE XI

DIRECTOR CONFLICT OF INTEREST

A. No contract or other transaction between the corporation and one or more of its directors, or between the corporation and any other corporation, firm, association, or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall either be void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of directors of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

1. if the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. if such common directorship, officership, or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

3. if the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

ARTICLE XII

INDEMNIFICATION

The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of this corporation.

ARTICLE XIII

SHAREHOLDERS QUORUM AND VOTING

A majority of the shares entitled to vote, represented in person or proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the actions by the shareholders will be approved if the affirmative or "yes" votes exceed the negative or "no" votes.

ARTICLE XIV

REMOVAL OF DIRECTORS

At a meeting of shareholders called expressly for that purpose, any one director or the entire board of directors may be removed, with or without cause, by a vote as required in the Bylaws.

ARTICLE XV

INFORMAL ACTION OF DIRECTORS

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writing evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XVI

EFFECTIVE DATE OF INCORPORATION

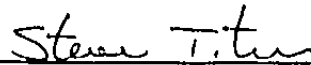
This corporation shall be deemed to have come into existence on date of filing.

ARTICLE XVII

AMENDMENT OF ARTICLES

The power to adopt, alter, amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Florida corporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 15TH day of March, 1995.



STEVE TITUS
Sole-Incorporator

THE UNDERSIGNED hereby accepts the office of registered agent, and shall accept service of process on behalf of the corporation at 1762 Big Oak Lane, Kissimmee, Florida 34746, and further agrees to comply with the provisions of the Florida Statutes relative to keeping up said office.



MARK REED
Registered Agent

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 15th day of March, 1995, by MARK REED and STEVE TITUS, who are personally known to me or has produced proper license as identification.

NOTARY PUBLIC:

sign _____

print _____

Andrew L. Reiff
State of Florida at Large (Seal)
My Commission Expires:



OFFICIAL SEAL
ANDREW L. REIFF
My Commission Expires
April 23, 1997
Comm. No. CC 276989

P95000022452

Andrew L. Reiff, P.A.

ATTORNEY AND COUNSELOR AT LAW

ANDREW L. REIFF

SOUTHTRUST BANK BLDG. SUITE 720
136 W. CENTRAL BLVD.
P.O. Box 1068
ORLANDO, FLORIDA 32802-1068

(407) 423-8183
FAX (407) 425-1501

October 1, 1996

Florida Department Of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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*****35.00 *****35.00

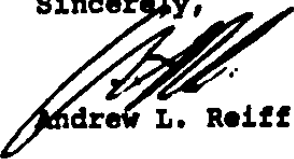
Re: Down Under Communications, Inc.

Dear Sir or Madam:

I am enclosing herewith for filing the Resignation Of Officer And/Or Director, along with a check for \$35.00, setting forth that Mr. Titus has resigned as the President, Treasurer and Director, of Down Under Communications, Inc.

If you have any questions, please do not hesitate to call me.

Sincerely,


Andrew L. Reiff

ALR/mc
Enclosure

cc: Steve Titus

FILED
96 OCT -7 PM 12:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SH 10/14

RESIGNATION OF OFFICER AND/OR DIRECTOR

AFFIDAVIT

STATE OF FLORIDA:
COUNTY OF ORANGE:

BEFORE ME, the undersigned authority, personally appeared
STEVE TITUS, who by me being first duly sworn, says to the best of
my knowledge, information and belief, and under penalties of
perjury:

1. That I have resigned as President, Treasurer and Director of
DOWN UNDER COMMUNICATIONS, INC., a Florida corporation;
2. That the corporation has been notified in writing of the
resignation; and
3. That corporate minutes relating to the resignation are
unavailable.

FURTHER AFFIANT SAYETH NAUGHT.

Steve Titus
STEVE TITUS

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 27th
day of September, 1996, by STEVE TITUS, who is personally known to
me or who as produced AA/FF as identification.

NOTARY PUBLIC:

sign Andrew L. Reiff

print Andrew L. Reiff

State of Florida at Large (Seal)
My Commission Expires:

corporat\resigoff.aff



OFFICIAL SEAL
ANDREW L. REIFF
My Commission Expires
April 23, 1997
Comm. No. CC 276969

FILED
96 OCT -7 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA