

**120 EAST CONCORD STREET      ORLANDO, FLORIDA 32801**  
**407 / 423-1183                      FAX: 407 / 841-6746**

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Original Articles of Incorporation  
Copy of Articles  
Check #1868 (\$122.50)

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ARTICLES OF INCORPORATION  
OF  
DOWN UNDER PRODUCTIONS, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation shall be DOWN UNDER PRODUCTIONS, INC.

ARTICLE II

NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or of any other state, county, territory or nation.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is TEN THOUSAND (10,000) Shares of common stock. Each share shall have a par value of \$1.00 per share.

ARTICLE IV

ADDRESS

The street address of the initial registered office of the corporation shall be 9243 Sonia Street, Orlando, Florida 32825, and the name of the initial Registered Agent for the corporation is Charlotte G. Hancock whose address is 9243 Sonia Street, Orlando, Florida 32825.

## ARTICLE V

### SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish compliance.

## ARTICLE VI

### TERM OF EXISTENCE

This corporation shall exist perpetually.

## ARTICLE VII

### LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, in the absence of fraud or wrongdoing shall be indemnified, whether then in office or not, for any and all reasonable costs or expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

## ARTICLE VIII

### SELF DEALING

No contract or other such transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors or officers of any other corporation, and directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from his contracting with the corporation for the benefit of himself or any firm, association or

corporation in which he may be in any way interested. Any of the directors of the corporation may vote upon any and all transaction(s) with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

#### ARTICLE IX

##### DIRECTORS

This corporation shall have a minimum of three directors. The initial Board of Directors shall consist of:

Jerry R. Hancock  
9243 Sonia St.  
Orlando, Florida 32825

Gerald R. Hancock  
9243 Sonia St.  
Orlando, FL 32825

Charlotte G. Hancock  
9243 Sonia St.  
Orlando, FL 32825

#### ARTICLE X

##### INCORPORATOR

The name and address of the Incorporator is:

Jerry R. Hancock  
9243 Sonia St.  
Orlando, FL 32825

IN WITNESS WHEREOF, the undersigned has hereunto set her  
hand and seal on this 10 day of MAY, 1995.

INCORPORATOR:

Jerry R. Hancock (LS)

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this  
10<sup>th</sup> day of MAY, 1995.

Donna L. Draves  
PRINT NAME:  
NOTARY PUBLIC, STATE OF FLORIDA  
My Commission expires:

DONNA L. DRAVES  
Notary Public, State of Florida  
My Comm. Expires Feb. 28, 1998  
No. CC 351135  
Bonded Through Official Notary Service

TYPE OF IDENTIFICATION USED: H522436 62264 (FL. D. L.)

