DONNA L. DRAVES

ATTORNEY AND COUNSELOR AT LAW

120 East Concord Street 407 / 423-1183

ORLANDO, FLORIDA 32801 FAX: 407 / 841-6746

P95000038829

May 11, 1995

Department of State Corporations Division P.O. Box 6327 Tallahassee, FL 32314 -05/15/95--01086--004 ****122.50 ****122.50

400001487714

RE: DOWN UNDER PRODUCTIONS, INC.

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation for the above-referenced corporation along with with Designation of and Acceptance by Registered Agent and my Check #1868 in the amount of \$122.50 for the filing fee.

Also enclosed please find a copy of the Articles of Incorporation to be certified and returned to our office at the above address.

Thank you for your assistance in this matter.

Very truly yours,

Donna L. Draves

DLD:sz

Enclosures: Original Articles of Incorporation

Copy of Articles

Check #1868 (\$122.50)

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 NOWN 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 is address 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, whother 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 WITHESS WHEREOF, the undersigned has hereunte set her hand and seal on this 10 day of 1977, 1995.

INCORPORATOR:

Jerry R. Jancock

STATE OF FLORIDA COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this day of MAY, 1995.

PRINT NAME:

NOTARY PUBLIC, STATE OF FLORIDA

My Commission expires:

DONNA L. DRAVES
Notary Public, Stein of Florida
My Comm. Explies Feb. 20, 1998
No. GC 351135
Bonded This Willistel Metary Service

TYPE OF IDENTIFICATION USED: H5-22436 62264 (FL. D. L.)

DESIGNATION OF AND ACCEPTANCE BY REGISTERED AGENT

The following is submitted in compliance with the laws of the State of Florida.

DOWN UNDER PRODUCTIONS, INC., a corporation organized under the laws of the State of Florida, with its principal office located at 9243 Sonia Street, Orlando, Florida 32825, has named Charlotto G. Hancock, whose address is 9243 Sonia Street, Orlando, Florida 32825, as its Registered Agent to accept service of process within this State.

ACCEPTANCE

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law. I further state that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

REGISTERED AGENT

Charlotte G. HANCOCK

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STATE OF FLORIDA COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgments, personally appeared Charlotte G. Hancock, to me known to be the person described in and who executed the foregoing instrument and she acknowledged before me that she executed the same.

WITNESS my hand and official seal this 10^{40} day of 1995.

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 Thru William Matery Bernice

TYPE OF IDENTIFICATION USED: #522.0736923 (FL. D.L.)