

P95000065846

LAW OFFICES

VINCENT J. FLYNN

2701 SOUTH BAYSHORE DRIVE, SUITE 602 • COCONUT GROVE, FLORIDA 33133 • (305) 858-1414 • FACSIMILE (305) 858-7787

95 AUG 24 AM 10:02

SEC. OF STATE
TALLAHASSEE, FLORIDA

August 22, 1995

Secretary of State
State of Florida
Corporate Division
P.O. Box 6327
Tallahassee, Florida 32314

500001568845
-08/24/95--01090--002
***122.50 ***122.50

Re: HOW CAN I BE DOWN, INC.

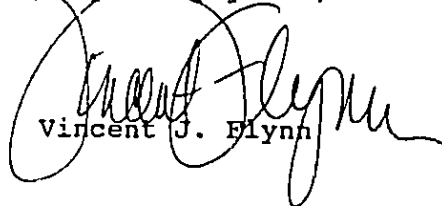
Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced corporation, along with my office check number: 5166 in the amount of \$122.50 to cover:

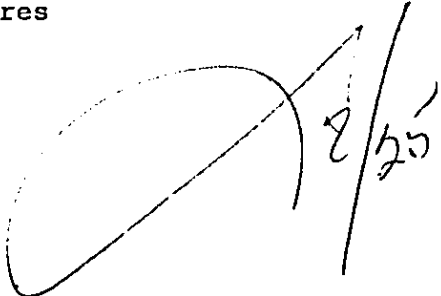
Filing Fee:	\$ 35.00
Certified Copy:	52.50
Resident Agent Form:	35.00
Total:	\$122.50

Kindly return a Certified Copy of the Articles of Incorporation of the above-referenced corporation to the undersigned.

Very truly yours,


Vincent J. Flynn

VJF/rg
Enclosures





ARTICLE OF INCORPORATION

OF

HOW CAN I BE DOWN, INC.

95 AUG 21 AM 10:02
RECORDED
ALLAH
STATE
FLORIDA

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, for the purposes hereinafter set forth.

ARTICLE I

NAME

The name of the corporation shall be:

HOW CAN I BE DOWN, INC.

ARTICLE II

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE III

This corporation may engage in any activity or business permitted under the law of the United States and of the State of Florida.

ARTICLE V

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100 shares of common stock, par value \$1.00.

ARTICLE VI

REGISTERED OFFICE

The initial street address of the initial

registered office of this corporation in the State of Florida is: 20580 N.E. 6 Court, Miami, Florida 33179, and the name of the corporation's registered agent is: MARK STANLEY:

The Board of Directors may, from time to time, move the registered office to any other address in Florida.

ARTICLE VII

BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is 3. The number of directors may be increased or diminished from time to time, according to the by-laws adopted by the stockholders.

ARTICLE VIII

INITIAL DIRECTORS

The name and address of the members of the initial Board of Directors is:

Peter Thomas
PRESIDENT
36 West 71 Street, #2
New York, NY 10023

Mark Stanley
VICE-PRESIDENT
20580 N.E. 6 Court
Miami, Florida 33179

Peter Thomas
SECRETARY
36 West 71 Street, #2
New York, NY 10023

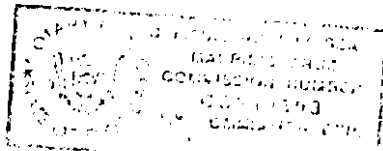
Garth F. Bailey
TREASURER
2311 N.W. 101 Terrace
Pembroke Pines, FL 33026

ARTICLE IX
INCORPORATORS

The name and address of each incorporator of this corporation is:

MARK STANLEY
20530 N.E. 6 Court
Miami, Florida 33179

I, THE UNDERSIGNED, being the incorporator hereinabove named for the purpose of forming a corporation for profit and to do business both within and without the State of Florida, do hereby make, subscribed, acknowledge and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and accordingly have hereunto set my hand and seal this 21ST day of AUGUST, 1995.



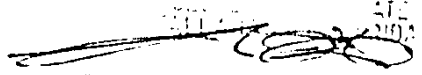
Mark Stanley (SEAL)
MARK STANLEY
DL # S354-541-55-054-0600 (97)

STATE OF FLORIDA)
COUNTY OF DADE) ss:

BEFORE ME, the undersigned authority, this day personally appeared MARK STANLEY who, being by me first duly sworn, deposes and says that he executed the foregoing Articles of Incorporation and that they are true and correct to the best of his knowledge and belief.

Witness my hand and official seal at Miami, Dade
County, Florida this 21st day of AUGUST 1995.




NOTARY PUBLIC
State of Florida at Large

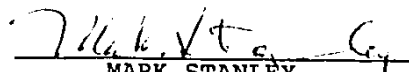
MY COMMISSION EXPIRES: 8-3-96

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
RESIDENT AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapters 48.091 and 607, Florida
Statutes, the following is submitted, in compliance with
said Act:

First--that HOW CAN I BE DOWN, INC., desiring to
organize under the laws of the State of Florida with its
principal office as indicated in the Articles of
Incorporation at 20580 N.E. 6 Court, Miami, Florida, and
Mark Stanley as its initial resident agent, to accept
service of process within this state.

Having been named to accept service of process
for the above-stated corporation, at the place designated
in this certificate, I hereby accept to act in this
capacity and agree to comply with the provision of said Act
relative to keeping open said office.


MARK STANLEY