

2/13/96

FLORIDA DIVISION OF CORPORATIONS
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DEPARTMENT OF STATE 1052 W. FLAGLER ST
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: DOWN UNDER, INC.

FAX AUDIT NUMBER: H96000002113

CURRENT STATUS: REQUESTED

DATE REQUESTED: 02/13/1996

TIME REQUESTED: 15:30:36

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DIVISION OF CORPORATIONS

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TALLAHASSEE, FLORIDA

96 FEB 15 AM 11:43

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2/15



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 14, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: DOWN UNDER, INC.
REF: W96000003395

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

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Loria Poole
Corporate Specialist

FAX Aud. #: H96000002113
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ARTICLES OF INCORPORATION

of

DOWN UNDER, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - CORPORATE NAME & ADDRESS

The name and address of the corporation is Down Under, Inc.,
c/o Accounting and Business Consultants, Inc., 790 E. Broward Blvd.,
Suite 302, Ft. Lauderdale, Fl 33301

ARTICLE II - DURATION

The corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting
any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue ten thousand
(10,000) shares of One Dollar (\$1.00) par value common
stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock
of this corporation of the same kind, class or series as
that which he already holds, shall have the right to
purchase his pro rata share thereof (as nearly as may be
done without issuance of fractional shares) at the price at
which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this
corporation is 1625 SE 10th Ave., #904, Ft. Lauderdale, Fl 33316.

and the name of the initial
registered agent of this corporation at that address is
Alan T. Wouldridge.
Stanley S. Feinerman (Enrolled Agent) 305-462-6045
790 E. Broward Blvd., Suite 302
Ft. Lauderdale, Fl 33301

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of Directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial directors of this corporation is:

Name: Alan T. Wooldridge
Address: 1625 SE 10th Ave., #904
Ft. Lauderdale, Fl 33316
Name: Darlene Wooldridge
Address: 1625 SE 10th Ave., #904
Ft. Lauderdale, Fl 33316

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is Alan T. Wooldridge, 1625 SE 10th Ave., #904, Ft. Lauderdale, Fl 33316.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 9th Day of February, 1996.

Mr. A. T. Wooldridge, President

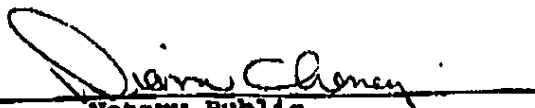
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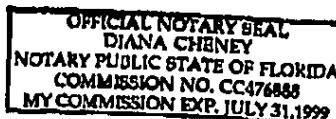
STATE OF FLORIDA:

COUNTY OF BROWARD :

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared Alan T. Wooldridge known to me and known by me to be the person who executed the foregoing Articles of Incorporation, or who has produced identification as shown below and did take an oath and who acknowledged his/her execution of the foregoing Articles of Incorporation to be his/her free act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal, in the state and county aforesaid, this 9th Day of February, 1996.


Notary Public
State of Florida at Large:



NOTARY CHECK ONE:

- (X) PERSON SIGNING DOCUMENT PERSONALLY KNOWN TO ME.
() PERSON SIGNING DOCUMENT PROVIDED THE FOLLOWING FORM OF IDENTIFICATION:

Type: _____

Serial No.: _____

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

In pursuance of Chapter 607.34 of the Florida Statutes,
the following is submitted, in compliance with said act:

First that Down Under, Inc. desiring to organize
under the laws of the State of Florida with its principle
office, as indicated in the Articles of Incorporation at
the City of Ft. Lauderdale County of Broward
State of Florida has named Alan T. Wooldridge
located at 1625 SE 10th Ave., #904, Ft. Lauderdale, FL 33316
County of Broward State of
Florida, as its agent to accept service of process within
the state.

ACKNOWLEDGEMENT:

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 provisions of the said Act relative
to keeping open said office.

By: MA-A.T. Wooldridge

Registered Agent

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96 FEB 15 AM 11:46
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TALLAHASSEE, FLORIDA