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ARTICLES OF INCORPORATION

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SPACEDOWN, INC.

ARTICLE I - NAME

The name of the corporation is: SPACEDOWN, INC.

ARTICLE II - NATURE OF CORPORATE BUSINESS

The corporation may engage in any activity of business permitted under the laws of the United States and under the laws of the State of Florida and shall exercise all powers convenient, incident to or necessary in the proper conduct of its business.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having \$1.00 par value per share; all shares shall be paid in lawful money of the United States of America or in property, labor or services, the just value thereof shall be fixed by the Board of Directors of the corporation in the manner provided for by the laws of the State of Florida.

ARTICLE IV - DURATION

This corporation is to exist perpetually.

ARTICLE V - INITIAL REGISTERED OFFICE/AGENT

The street address of the initial registered office of this corporation is: 524 Ocean Drive, Miami Beach, Florida 33139. The name of the initial registered agent at that address is: Emilio Ruenes. The principal place of business of this corporation is: 524 Ocean Drive, Miami Beach, Florida 33139.



AKTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial director is: Emilio Ruenes, 524 Ocean Drive, Miami Beach, Florida 33139.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is: Emilio Ruenes, 524 Ocean Drive, Miaml Beach, Florida 33139.

ARTICLE VIII - AMENDMENTS

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 us

IN WITNESS WHEREOF, the undersigned has executed these Armichem of School of

RESIDENT AGENT ACKNOWLEDGEMENT

Having been named to accept service of process of the above named corporation at the place designated in these Articles, I hereby accept to act in this capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Emilio Ruenes