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BEIL & HAY, P.A.

ATTORNEYS AT LAW
12312 U.S. Highway 19 North, Hudson, Florida 34607
Phone: (813) 888-2300 • Fax: (813) 883-1287

Eugene L. Beil
Cedric P. Hay
Margaret E. Beil
Mark A. Goottol

May 14, 1996

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****122.50 ****122.50

State of Florida
Divisions of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Mates DownUnder, Inc. Articles of Incorporation

TO WHOM IT MAY CONCERN:

Enclosed are the Articles of Incorporation together with a check in the amount of \$122.50 for filing fees for the incorporation of Mates DownUnder, Inc. Please file the original Articles of Incorporation and send the incorporation documentation to our office.

Thank you for your assistance in this matter.

Sincerely,

Margaret E. Beil
MARGARET E. BEIL, ESQ.

MEB/mb
enclosures: Articles of Incorporation
Check \$122.50

AL MAY 23 1996.

FILED
96 MAY 17 PM 1:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ARTICLES OF INCORPORATION

OF

Mates DownUnder, Inc.

FILED

96 MAY 17 PM 1:27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following:

ARTICLE ONE

The name of the corporation shall be Mates DownUnder, Inc.

ARTICLE TWO

The term of existence of the corporation is perpetual.

ARTICLE THREE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR

The aggregate number of shares that the corporation has authority to issue is One Hundred (100), all of which shall be common shares with One Dollar (\$1.00) par value.

ARTICLE FIVE

The initial street address of the principal office of this corporation is 13806 Judy Ave., Hudson, FL 34667. The Board of Directors may from time to time designate such other addresses and places for the principal office of this corporation as it sees fit.

ARTICLE SIX

The resident agent for the service of process shall be **EUGENE L. BEIL, ESQ.**, 12312 U.S. Highway 19, Hudson, Florida 34667.

ARTICLE SEVEN

ACKNOWLEDGMENT:

Having been named to accept service of process of 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 Florida General Corporation Act relative to keeping open said office.

Eugene L. Beil
EUGENE L. BEIL, ESQUIRE

ARTICLE EIGHT

The corporation shall have two (2) directors 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 (1).

The names and addresses of the initial directors, who shall hold office until successors are elected and have qualified, are as follows:

**Margaret E. Beil, President
Eugene L. Beil, Secretary/Treasurer
13806 Judy Avenue
Hudson, FL 34667**

ARTICLE NINE

The names and addresses of the incorporators are:

**Margaret E. Beil and Eugene L. Beil
13806 Judy Ave.
Hudson, FL 34667**

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TALLAHASSEE, FLORIDA

ARTICLE TEN

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders meeting by a majority of shareholders entitled to vote thereon, manifesting their intention that a certain amendment to these Articles of Incorporation be made.

14th IN WITNESS WHEREOF, I have hereunto subscribed my name this day of May, 1996.

Margaret E. Beil
MARGARET E. BEIL

Eugene L. Beil
EUGENE L. BEIL

STATE OF FLORIDA
COUNTY OF PASCO

The foregoing instrument was acknowledged before me this 14th day of May, 1996, by MARGARET E. BEIL AND EUGENE L. BEIL, who are personally known to me; and who did/did not take an oath.

Laura Hay

Notary Public
Commission number:
Commission expires:

