

10000054172 *original copy*

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

1000001875325
105/25/96-01125-003
*****70.75 *****70.75

SUBJECT: THE PINEHILL GROUP, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check
for:

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy \$131.25
Filing Fee,
Certified Copy
& Certificate
Additional Copy Required

FROM:

STEPHEN J. HAUSER

Name (printed or typed)

6274 NW 32ND TERRACE

Address

BOCA RATON FL 33496

City, State & Zip

407-241-5885

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

THE BIMINI WAYS INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

*6274 NW 32ND TERRACE
BOCA RATON FL 33496*

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1000 Shares

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

*STEPHEN J. HAUSER
6274 NW 32ND TERRACE
BOCA RATON FL 33496*

ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is/are:

Stephen J. Hauser
6274 NW 32ND TERRACE
BOCA RATON FL 33496

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

7th day of JUNE, 19 96.

(An additional article must be added if an effective date is requested.)

Stephen J. Hauser - President
Signature

Signature

Signature

Notarization is not required

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

1. The name of the corporation is: THE DOWNSHILL GROUP, INC.

2. The name and address of the registered agent and office is:

STEPHEN J. HAUSER
(NAME)

6274 NW 37ND PLACE
(P.O. Box or Mail Drop, Box NOT ACCEPTABLE)

BOCA RATON FL 33496
(CITY/STATE/ZIP)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Stephen J. Hauser
(SIGNATURE)

6-7-96
(DATE)