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THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 502816 81094A

AUTHORIZATION :

COST LIMIT : \$ PRE PAID

ORDER DATE : August 20, 1997

ORDER TIME : 10:40 AM

ORDER NO. : 502816-010

CUSTOMER NO: 81094A

CUSTOMER: Morton R. Goudiss, Esq  
MORTON R. GOUDISS, ESQ

Suite 325  
1111 Lincoln Road  
Miami Beach, FL 33139

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-08/20/97--01089--001  
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DOMESTIC FILING

NAME: DOWN TO EARTH PAINT CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
9 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
97 AUG 20 PM 12:22  
TALLAHASSEE, FLORIDA  
STATE

SN AUG 20 1997

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ARTICLES OF INCORPORATION FOR

DOWN TO EARTH PAINT CORP.,  
a Florida Corporation

FILED

97 AUG 20 PM 12:22

SECRET  
TALLAHASSEE, FLORIDA

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

ARTICLE I: NAME

The name of the corporation shall be: DOWN TO EARTH PAINT CORP., a Florida Corporation.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 1111 Lincoln Road, Suite 325, Miami Beach, Florida, 33139.

ARTICLE III: SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: One Thousand (1,000) shares.


ARTICLE IV: INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is: MORTON R. GOUDISS, ESQUIRE, 1111 Lincoln Road, Suite 325, Miami Beach, Florida, 33139.

ARTICLE V: INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is: MORTON R. GOUDISS, 1111 Lincoln Road, Suite 325, Miami Beach, Florida, 33139.

The undersigned incorporator has executed these Articles of Incorporation this 18th day of August, 1997.

  
MORTON R. GOUDISS

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

Pursuant to the provisions of Section 607.0501 or 617.0501, 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: **DOWN TO EARTH PAINT CORP.,**  
a Florida corporation.
2. The name and address of the registered agent and office is:

**MORTON R. GOUDISS, ESQUIRE  
1111 Lincoln Rd., Suite 325  
Miami Beach, FL 33139**

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.

  
MORTON R. GOUDISS

August 18, 1997

**FILED**  
97 AUG 20 PM 12:22  
TALLAHASSEE, FLORIDA