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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
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NAME: DOWN SOUTH ENTERPRISES, INC.
AUDIT NUMBER.....H97000016587
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** ENTER 'M' FOR MENU. **

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER OCT 7 1997

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ARTICLES OF INCORPORATION

DOWN SOUTH ENTERPRISES, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby associates themself's for the purpose of becoming a corporation under the Laws of the State of Florida, by and under the provision of the Statutes of the State of Florida, providing for the formation, liability, rights, privilege and immunities of a Corporation for profit.

ARTICLE I

The name of this corporation will be DOWN SOUTH ENTERPRISES, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation is: To have and to exercise all the powers now or from now on conferred by the Laws of the State of Florida upon corporations organized pursuant to the laws under which they organize the corporation and any acts amendatory of it and supplemental thereto, and to engage in any other lawful activities.

To conduct business in, RETAIL SALES, CLOTHING APPAREL, ETC.

ARTICLE III

The principle place of a business or mailing address will be 6822 Northwest 28th Court, Margate, Florida 33063.

ARTICLE IV

The authorized capital stock of this Corporation shall be 100 shares of common stock of the par value of \$1.00 per share. The Shareholders are hereby granted pre-emptive right to any new issues of stock.

All of said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the shareholders of the Corporation; property, services or labor may be purchased or paid for with the capital stock at a just valuation to be fixed by the Shareholders.

ARTICLE V

The amount of capital with which this Corporation shall commence business shall be not less than Five Hundred Dollars (\$500.00).

PREPARED BY:
SAMUEL F. CARCONE
2100 WEST SAMPLE ROAD #100
POMPANO BEACH, FLORIDA 33071
(954)975-8427

ARTICLE VI

This Corporation shall have perpetual existence unless sooner dissolved according to the law.

ARTICLE VII

The principal place of business of this Corporation shall be: 6822 Northwest 28th Court, Margate, Florida 33063, with the privilege of having branch offices at other places within or without the State of Florida. Further, the Shareholders may from time to time, move the principal place of business of this Corporation to any other address within or without the State of Florida.

ARTICLE VIII

The business of this Corporation shall be managed by it's Shareholders, rather than by a Board of Directors. In the management of the business of the Corporation, the act of the Shareholders representing a majority of the outstanding shares of the Corporation entitled to vote, represented in person or by proxy, shall be the act of the Shareholders. Each Shareholders shall be entitled to one (1) vote in person, or in proxy, for each share of voting stock held by him or her. A majority of the outstanding shares of the Corporation entitled to vote represented in person or proxy, shall constitute a quorum at any meeting of Shareholders for the management of the business of the Corporation.

ARTICLE IX

The name and address of the Subscriber and initial Shareholders of this Corporation is as follows:

<u>Name</u>	<u>Title</u>	<u>Address</u>
John W. Fazzino	President	6822 Northwest 28th Court Margate, Florida 33063
Debra L. Fazzino	V-President Treasure & Secretary	6822 Northwest 28th Court Margate, Florida 33063

ARTICLE X

The street address of the initial registered office of the Corporation is 6822 Northwest 28th Court, Margate, Florida 33063

and the name of the initial Registered Agent is: John W. Fazzino.

ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Shareholders at a Shareholder's meeting by vote of the Shareholders voting the majority of the stock capable of being voted, unless all Shareholders sign a written agreement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
This 6th day of Oct., 1997.

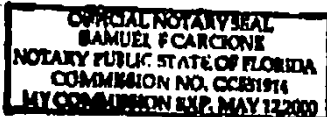
Debra L. Fazzino

DEBRA L. FAZZINO, Incorporator

STATE OF FLORIDA)

COUNTY OF BROWARD)

The foregoing instrument was acknowledge before me this 6
day of Oct., 1997 by Debra L. Fazzino, who is personally
known to me or who has produced her Drivers Licence as
Identification and who did X did not take an oath.



Samuel F. Carcione

Printed Name: Samuel F. Carcione
Notary Public

My Commission Expires:

Having been named to accept service of process for the above
stated Corporation, at the place designated in these Articles, I
hereby agree to act in this capacity, and I further agree to comply
with the provision of all Statutes relative to the proper and
complete performance of my duties.

DATE:

10-6-97

John W. Fazzino
JOHN W. FAZZINO
Registered Agent

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TALLAHASSEE, FLORIDA
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