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KENNETH M. MEER, Esq.  
619 Executive Drive  
Winter Park, FL 32789  
407/647-1220

October 17, 1997

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

Re: Keep Your Head Down, Inc.

Dear Sir:

Enclosed please find proposed Articles of Incorporation.

I am also enclosing a check in the amount of \$70.00 for filing fee.  
Please verify that the Articles have been filed.

Thank you for your assistance. Please forward any verification promptly.

Sincerely,



Kenneth M. Meer

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT 20 AM 7:46

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10-21-97

**ARTICLES OF INCORPORATION**

**FOR**

**KEEP YOUR HEAD DOWN, INC.**

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DIVISION OF CORPORATIONS

97 OCT 20 AM 7:46

The undersigned, desiring to form a corporation for the purpose hereinafter stated, pursuant to the laws of the State of Florida, hereby certifies as follows:

**ARTICLE I**

The name of the corporation shall be KEEP YOUR HEAD DOWN, INC.

**ARTICLE II**

The general nature of the business and the objects and purposes proposed to be transacted, promoted, and carried on, are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE III**

The amount of the total authorized capital stock issued by the corporation is one thousand (1000) shares of common stock having a par value of \$1.00 per share. There shall be no preferred stock.

All or any part of said capital stock may be payable either in cash, property, labor, or services at a just valuation to be fixed by the Board of Directors, and the judgement of such directors as to the value shall, in the absence of fraud, be conclusive upon the stockholders and parties dealing with the corporation. The capital stock may be issued and paid for at such time or terms and conditions as the Directors may determine and the amount of the capital stock increased or decreased in the manner provided by law; provided, however, that the stock of the corporation shall be non-assessable.

**ARTICLE IV**

The provisions of S. 607.108, F.S., relating to affiliated transactions, shall be inapplicable to this corporation.

**ARTICLE V**

The term of existence of this corporation shall be perpetual.

#### ARTICLE VI

The initial street address of the principal office of the corporation in the State of Florida is 2220 East Concord St., Orlando, Florida 32803.

#### ARTICLE VII

The number of Directors of this corporation shall not be less than one (1) nor more than five (5) as the same may be provided for by the by-laws of this corporation or amendments thereto. Until changed by the by-laws the number of Directors of this corporation shall be one.

#### ARTICLE VIII

The name and street address of the first Board of Directors, who shall hold office for the first year of existence of the corporation or until his successor is elected or appointed and qualified is:

Rodney F. Higgins  
2220 East Concord St.  
Orlando, FL 32803  
Director

#### ARTICLE IX

The name and street address of the subscriber to these Articles of Incorporation is:

Rodney F. Higgins  
2220 East Concord St.  
Orlando, FL 32803

#### ARTICLE X

The business of this corporation shall be conducted by its Board of Directors, the members of which shall be chosen at the annual meetings of the stockholders, and the following officers: a President, Vice President, Treasurer, and a Secretary, all of whom shall be chosen by the Board of Directors and shall hold their office until their successors are chosen and have qualified and who may or may not be directors. Any person may hold two or more offices.

#### ARTICLE XI

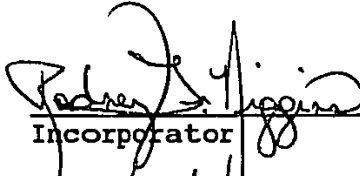
In pursuance of Chapter 48.091, Florida Statutes, Kenneth M. Meer, located at 619 Executive Drive, County of Orange, City of Winter Park, State of Florida has been named the corporation's agent to accept service of process within this state and by his signature below, does hereby accept the obligations of registered

agent set forth in Section 48.091, Florida Statutes.

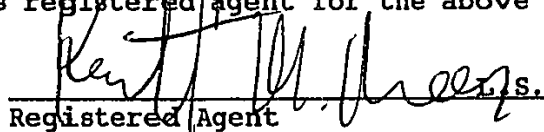
A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the directors of this corporation.

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 stockholders, and approved by a majority of the stockholders entitled to vote therein.

IN WITNESS WHEREOF, the undersigned has made and subscribed this certificate this            day of October, 1997.

  
\_\_\_\_\_  
Incorporator L.S.

I hereby accept designation as registered agent for the above said corporation.

  
\_\_\_\_\_  
Registered Agent L.S.

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