

P97000096667

November 7, 1997

Office of Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: FACE DOWN, INC.

Dear Sirs:

Enclosed please find the original and one copy of the Articles of Incorporation, which includes the designation of the registered agent, together with my check for the amount of \$70.00 for filing same.

Thank you for your prompt attention to these matters. Please return the letter of acknowledgement to:

P. J. DIAMOND
P. O. 3393
ST. AUGUSTINE, FL 32085-3393

Sincerely,

P. J. Diamond

P. J. Diamond

Enclosures

000002343270--1
-11/10/97-01150-014
*****70.00 *****70.00

(4)

*B/B
11/10/97*

97 NOV 10 AM 9:44
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA
FILED

ARTICLES OF INCORPORATION
OF
FACE DOWN, INC.

97 NOV 10 AM 9:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

The undersigned, acting as the incorporator of the corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME: The name of the corporation is FACE DOWN, INC.

ARTICLE II

REGISTERED OFFICE AND REGISTERED AGENT: The street address of the initial registered office and principal office, being the same, is 65 LEWIS BLVD., ST AUGUSTINE, FLORIDA 32084.

The name of the initial registered agent is P. J. DIAMOND.

ARTICLE III

DURATION: The corporation shall have perpetual existence.

ARTICLE IV

PURPOSE: The purpose of the corporation is to engage in any lawful act or activity for which may be now or hereafter organized under the laws of the State of Florida.

ARTICLE V

CAPITAL STOCK: The corporation is authorized to issue only one class of stock. The number of shares authorized shall be 100 and the par value of each share is \$1.00.

ARTICLE VI

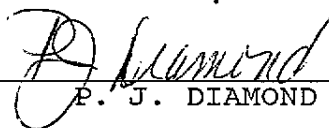
BOARD OF DIRECTORS: The initial board of directors shall consist of TWO (2) member. The names and mailing addresses of each person who is to serve as director are as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
P. J. DIAMOND	P. O. BOX 3393 ST. AUGUSTINE, FL 32085
CHARLES H. BAER	P. O. BOX 3393 ST. AUGUSTINE, FL 32085

ARTICLE VII

INCORPORATOR: The name and address of the incorporator is P. J. DIAMOND, 2990 N. 2ND STREET, ST. AUGUSTINE, FLORIDA 32095.

The undersigned being sole incorporator above recognizes that she is familiar with and accepts the duties and responsibilities as registered agent for FACE DOWN, INC. The undersigned hereby acknowledges and signs these Articles of Incorporation at St. Augustine, Florida, on the _____ day of November, 1997.



P. J. DIAMOND

STATE OF FLORIDA
COUNTY OF St Johns

Before me, the undersigned authority, personally appeared P. J. DIAMOND, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereto set my hand and my official seal, at 7th St. Augustine in said County and State this 7th day of NOVEMBER, 1997.

Merilee Leaders
Notary Public, State of Florida

Personally Known
Identification DSS3-670-51-687-0
Type FL Lic



MERILEE LEADERS
COMMISSION # CC 377020
EXPIRES MAY 18, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

FILED
97 NOV 10 AM 9:44
STATE OF FLORIDA
TALLAHASSEE, FLORIDA