

P97000106435

DOWNUNDER ENTERPRISES, INC.
8901 Eagle Watch Drive
Riverview, Florida 33569

December 10, 1997

State of Florida
Secretary of State
Corporate Records
Post Office Box 6327
Tallahassee, Florida 32314

300002376423--3
-12/18/97--01053--003
****122.50 ****122.50

Gentlemen:

Kindly find enclosed one original and one copy of the Articles of Incorporation, plus a resident agent letter for:

DOWNUNDER ENTERPRISES, INC.

Also enclosed is my check in the amount of \$ 122.50 to cover the filing fees.

Please mail charter and papers to:

Mary Lynn Smith
8901 Eagle Watch Drive
Riverview, Florida 33569

Should you have any questions regarding the above, please call me at 813-671-9229.

Thanking you in advance for all your help.

Sincerely,

Mary Lynn Smith
Mary Lynn Smith

Enclosure

FILED
97 DEC 18 AM 8:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
12-19-97

CERTIFICATE OF INCORPORATION
OF
DOWNUNDER ENTERPRISES, INC.

FILED
97 DEC 18 AM 8:07
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation shall be

DOWNUNDER ENTERPRISES, INC.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in any activity or business permitted
under the laws of the United States of this State.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation shall
be authorized to have outstanding at any time shall be 500 shares of
common stock of the par value of \$ 1.00 per share, upon which there
is no preemptive rights except to the extent specified by the By-Laws.

The common stock shall be paid for at such time as the Board of
Directors may designate, in cash, real or personal property, service,
patents, leases or any other valuable right or thing, for the users and
purposes of the corporation, and all shares of capital, when issued in

(2)

exchange therefore, shall thereupon and thereby become and be paid in full the same as though paid for in cash at par, and shall be nonassessable forever and the judgement of the Board of Directors as to the value of any property, right or thing acquired in exchange for capital stock shall be conclusive.

ARTICLE IV - INITIAL CAPITAL

This corporation will begin with Five Hundred Dollars (\$500.00).

ARTICLE V - TERM OF EXISTENCE

The principal office of this corporation shall be located at 8901 Eagle Watch Drive, Riverview, Florida 33569. The Board of Directors may, from time to time, move the principal office to any other addresses and may establish branch offices and other places of business as may be deemed expedient.

ARTICLE VI - BOARD OF DIRECTORS

The business of this corporation shall be conducted by its Board of Directors. This corporation shall have a minimum of one director and not more than five directors.

(3)

Each officer and director shall hold office until his successor shall be elected and qualified; provided, however, that a majority of the stockholders at either a regular or special meeting may remove any officer or director with or without cause. The duties and powers and function of the officers and Board of Directors shall be as usually devolve upon such officers and directors, unless otherwise provided by the By-Laws.

ARTICLE VII - ORIGINAL DIRECTORS

The names and addresses of the Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
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Mary Lynn Smith	8901 Eagle Watch Drive, Riverview, Florida 33569
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ARTICLE VIII - SUBSCRIBERS

The name and address of the subscribers to the Certificate of Incorporation and a statement of their number of shares of stock which they agree to take is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u># OF SHARES</u>
Mary Lynn Smith	8901 Eagle Watch Drive Riverview, Florida 33569	260
Scott A. Smith	8901 Eagle Watch Drive Riverview, Florida 33569	240

(4)

ARTICLE IX

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 at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X

The following special provisions, power, privileges and limitations shall be applicable to and govern this corporation:

No contract or other transaction between this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such

(5)

firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any directors of this corporation who are also directors or officers of such corporation, or who are so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation, which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer or such other corporation and not so interested.

I, the undersigned, being the original subscriber to the capital stock hereinabove named, for the purpose of forming a corporation to do business, both within and without the State of Florida, and in pursuance to the General Law of the State of Florida, being Chapter 608 F.S.A., and the Acts mandatory thereto and supplemental thereof, do make and file this Certificate of Incorporation, hereby declaring and certifying that the facts set opposite my name and accordingly have hereunto set my hand and seal this 16th day of December, 1997.

Mary Lynn Smith (SEAL)
MARY LYNN SMITH

(6)

STATE OF FLORIDA)

: SS:

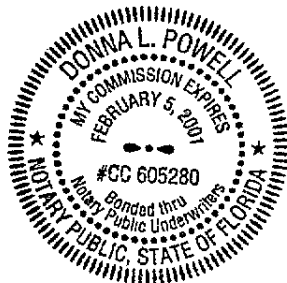
COUNTY OF HILLSBOROUGH)

I HEREBY CERTIFY that on this day, before me, a notary public duly authorized to take acknowledgements in the State and County named above, personally appeared MARY LYNN SMITH, to me known and known to me to be that person described as the subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 16 day of DECEMBER, 1997.

Donna L. Powell
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

My Commission Expires:
2/5/2001



FILED
97 DEC 18 AM 8:07
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That DOWNUNDER ENTERPRISES, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Tampa, County of Hillsborough, State of Florida, has named MARY LYNN SMITH located at 8901 Eagle Watch Drive, Riverview, Florida 33511, County of Hillsborough, State of Florida, as its agent to accept service of process within the state.

Having been named to accept service of process for the above state corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By Mary Lynn Smith
MARY LYNN SMITH

Resident Agent