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TRANSMITTAL LETTER

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

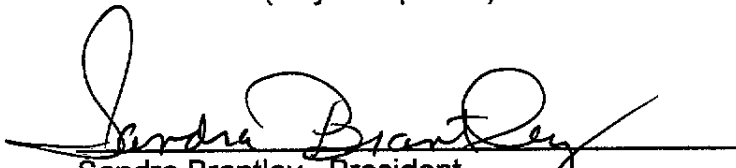
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Subject: Down-Line Marketing Group, Inc.

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for \$131.25 which covers the costs for the Filing Fee, a Certified Copy and Certificate.

From: Sandra Brantley
19640 West Saint Andrews Drive, Miami, FL 33015

(Day Telephone) 305-829-9099


Sandra Brantley, President
Down-Line Marketing Group, Inc.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

8-20-98
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**ARTICLES OF INCORPORATION
OF
DOWN-LINE MARKETING GROUP, INC.**

The undersigned, acting as incorporator of a corporation pursuant to the Florida Profit Corporation Act, Section 607.0202, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation shall be:

DOWN-LINE MARKETING GROUP, INC.

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ARTICLE II

BUSINESS ADDRESS

The principal place of business of this corporation shall be:

19640 West Saint Andrews Drive
Miami, FL 33015

ARTICLE III

SHARES

The corporation is authorized to issue ten thousand (10,000) shares of one cent (\$.01) par value Common Stock, which shall be designated "Common Shares."

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and registered office are:

Registered Agent: Sandra Brantley

Registered Office: 19640 West Saint Andrews Drive, Miami, FL 33015

ARTICLE V

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and address of the initial director of the corporation is as follows:

Sandra Brantley 19640 West Saint Andrews Drive, Miami, FL 33015

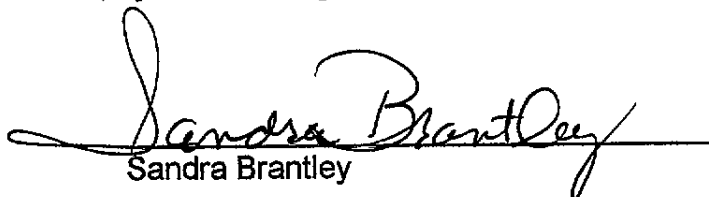
ARTICLE VI

INCORPORATORS

The name and address of the incorporator signing these Articles of Incorporation is as follows:

Sandra Brantley 19640 West Saint Andrews Drive, Miami, FL 33015

Executed this 17th day of August 1998, by the undersigned Incorporator.


Sandra Brantley

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

Pursuant to the provision of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the Laws of the State of Florida, submits the following statement in designating the registered office/agent, in the State of Florida.

The name of the corporation is: **DOWN-LINE MARKETING GROUP, INC.**

The name and address of the initial registered agent and registered office are:

Registered Agent: **Sandra Brantley**

Registered Office: **19640 West Saint Andrews Drive, Miami, FL 33015**

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 obligation of my positions as registered agent.


Sandra Brantley, Registered Agent

Dated: **August 17, 1998**

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