

P99000004794

Florida Department of State
Division of Corporations
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To:

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Account Name : EMPIRE CORPORATE KIT COMPANY
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

beat down, inc.

Certificate of Status	0
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Page Count	05
Estimated Charge	\$78.75

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H99000001243 ARTICLES OF INCORPORATION

⑤

Beat Down, Inc.

The undersigned subscribes to these Articles of Incorporation, natural person, competent to contract, does hereby form a corporation for profit under the laws of the State of Florida. Corporate existence shall begin upon acceptance of these Articles. This corporation is to be a Small Business Corporation as defined in Section 1244 Subdivision (c) (2) of the Internal Revenue Code.

ARTICLE I. Name. The name of the corporation is

Beat Down, Inc.

ARTICLE II. Term of Existence. This corporation shall have perpetual existence.

ARTICLE III. Nature of Business. This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV. Capital Stock. This corporation is authorized to issue 1,000 shares with \$1.00 par value.

ARTICLE V. Voting Rights. Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI. Preemptive Rights. Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rate share thereof (as nearly as may be done without issuance of fractional

shares) at the price at which it is offered to others.

Prepared By: David S Hernandez
210 University Drive #502
Coral Springs, FL 33071
954-346-7288

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ARTICLE VII. Initial Registered Office and Agent. The street address of the initial registered office of this corporation is: 20533 Biscayne Blvd., #148 Aventura, FL 33180 and the name of the initial register agent of this corporation at that address is Marco Marciano.

ARTICLE VIII. Initial Board of Directors. The corporation shall have 2 Director(s) initially. The number of Directors may be either increased or diminished from time to time by the by-laws but never be less than one. The name and address of the initial Director(s) of this corporation

Are: Marco Marciano/Richard Vaia
20533 Biscayne Blvd. #148
Aventura, FL 33180

ARTICLE IX. Officers. The initial officers of the corporation will be: Marco Marciano, President/Treasurer and Richard Vaia, Vice-President/Secretary.

ARTICLE X. Incorporator. The person signing these Articles of Incorporation has the following name and address:

Marco Marciano
20533 Biscayne Blvd. #148
Aventura, FL 33180

ARTICLE XI. By-Laws. The power to adopt, alter, amend or re-peal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII. Amendment. The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIII. The Street address of the Principal place of business is: 20533 Biscayne Blvd., #148 Aventura, FL 33180

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ARTICLE XIV. The registered agent and the corporate officers are the same, at the place of business.

ARTICLE XV. The corporation shall be effective upon acceptance by the State of Florida of these articles.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 14th day of January 1999

Marco Marciano (SEAL)

STATE OF FLORIDA }
COUNTY OF BROWARD }

BEFORE ME, the undersigned authority, personally appeared, Marco Marciano, be known to be and known by me to be the person who executed the foregoing Articles of Incorporation and he/she acknowledged before me that he executed the same for the use and purposes therein expressed.

WITNESS my hand and official seal this 14th day of January 1999

NOTARY PUBLIC

My Commission Expires: _____

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CONSENT TO APPOINTMENT AS REGISTERED AGENT

TO: Secretary of State
of Florida
Division of Corporations Department of State
Tallahassee, FL 32304

I, Marco Marciano do hereby consent to serve as
registered agent for the Corporation, Beat Down,
Inc. 14th day of January, 1999.


Marco Marciano

Address of registered agent:

20533 Biscayne Blvd. #148
Aventura, FL 33180

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TALLAHASSEE, FLORIDA

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