

P 44000033750

FROM: (PLEASE PRINT)

PHONE

38 775 3677

Down Under Restoration Systems
P.O. Box 1562
Naples, FL 34106

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-04/09/99--01082--003
*****70.00 *****70.00

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NEW FILINGS	
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<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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99 APR -9 PM 3:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4/13/99
[Signature]

**ARTICLES OF INCORPORATION
OF
DOWN UNDER RESTORATION AND CLEANING SYSTEMS, INC.**

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act hereby adopt the following articles of incorporation:

ARTICLE I

NAME

The name of the corporation is **DOWN UNDER RESTORATION AND CLEANING SYSTEMS, INC..**

ARTICLE II

DURATION

The term of existence of the corporation is perpetual.

ARTICLE III

PURPOSE

The corporation is formed to provide carpet cleaning, fire and water restoration services and to transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is 7,500, all of which shall be common shares with a par value of \$1.00.

ARTICLE V

PRINCIPAL OFFICE, REGISTERED OFFICE & MAILING ADDRESS

The principal place of business and registered office of the corporation is 4124 Dale Avenue, Naples, Florida 34112, and the mailing address of the corporation is 4124 Dale Avenue, Naples, Florida 34112.

The name of the initial registered agent is Dan Whewell, and the registered agent's office is located at 4124 Dale Avenue, Naples, Florida 34112. The registered offices' phone number is 941-775-3677.

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TALLAHASSEE, FLORIDA

ARTICLE VI

MANAGEMENT

The business of the corporation shall be managed by the stockholders of the corporation rather than by a board of directors.

ARTICLE VII

INCORPORATORS, SUBSCRIBERS, STOCKHOLDERS AND OFFICERS

The initial subscriber, stockholder and officer is:

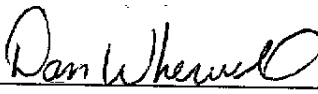
Dan Whewell President, Treasurer
4124 Dale Avenue
Naples, Florida 34112

ARTICLE VIII

COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence when these Articles are filed with the Office of the Secretary of State, State of Florida.

IN WITNESS WHEREOF, I have subscribed my name this 8 day of April, 1999.



Dan Whewell

STATE OF FLORIDA

COUNTY OF COLLIER

On this 8th day of APRIL, 1999, before me personally appeared Dan Whewell, Florida Drivers License Number W400-161-66-340-0, known to me to be the person whose name is subscribed to the within instrument, and acknowledged that they executed the same for the purpose therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Amy F Dangler

Notary Public

My Commission Expires:



Amy F Dangler

My Commission CC648350

Expires May 12, 2001

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

Pursuant to the provisions of section 607.0501 or 617.0501, Florida Statutes, the following is submitted in compliance with said act:

That, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the County of COLLIER, State of FLORIDA, has named Dan Whewell, located at 4124 Dale Avenue, Naples, Florida 34112, County of COLLIER, State of FLORIDA, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

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 proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dan Whewell
Dan Whewell

4/8/99
Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA