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April 26, 1999

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
409 East Gaines Street
Tallahassee, Florida 32399

500002856175--6
-04/29/99--01050--002
****122.50 *****78.75

RE: **ERIC DOWNING, INC.**
Articles of Incorporation
Our File No. D5-00308

EXPIRATION DATE
4-22-99

Gentlemen:

Enclosed herewith please find executed original and copy of Articles of Incorporation with respect to **ERIC DOWNING, INC.**

Also enclosed please find our check in the amount of \$122.50 in payment of the following fees:

Designation of Registered Agent	35.00
Filing Fee	35.00
Certified Copy	52.50
TOTAL	\$122.50

Please file the Articles of Incorporation and return to the undersigned a certified copy of same. Thank you for your assistance in this matter.

Very truly yours,

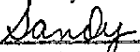

J. D. Smith
For the Firm

JDS/slw

cc: Mr. Eric Downing

Enclosures

F:\MyFiles\Users\Slw\D00308\DOS.Articles

 GAVE
AUTHORIZATION BY PHONE TO
CORRECT RA Acceptance
DATE 5-4-99

FILED
99 APR 29 AM 10:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
4-22-99

ARTICLES OF INCORPORATION

OF

ERIC DOWNING, INC.

FILED
99 APR 29 AM 10:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I

NAME AND PRINCIPAL OFFICE

The name of this corporation is **ERIC DOWNING, INC.** and its principal office is located at 2804 Mohican Way, Crestview, Florida 32539.

ARTICLE II

DURATION

This corporation shall exist perpetually, commencing upon the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE III

PURPOSE

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock, all of one class and series.

ARTICLE V

PREEMPTIVE RIGHTS

Every shareholder upon the sale 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 rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of this corporation's initial registered office is 2804 Mohican Way, Crestview, Florida 32539 and the name of this corporation's initial registered agent is Eric Downing.

ARTICLE VII

INCORPORATORS

The name and address of the incorporator is Eric Downing, 2804 Mohican Way, Crestview, Florida 32539.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles
of Incorporation this 22 day of April, 1999.

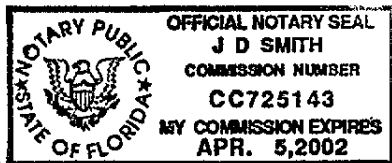


ERIC DOWNING, Incorporator & accepting the
designation as registered agent for
ERIC DOWNING, INC.

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 22 day of April,
1999, by ERIC DOWNING, who personally appeared before me and who is personally known
to me or who has produced _____ as identification.




Notary Public, State of Florida

(Name of Acknowledger Printed)

Commission Expires: _____

Commission No.: _____

FILED
99 APR 29 AM 10:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA