

Law Offices
Laurence Feingold
Professional Association

Murray B. Weil, Jr.
of Counsel
Admitted in Florida & Massachusetts

P99000065662

July 14, 1999

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ATTN: New Filing

Dear Sir:

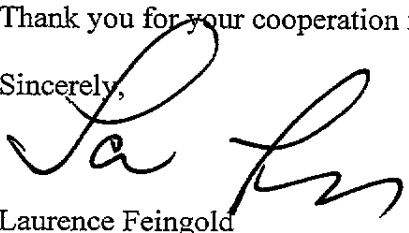
Enclosed is a check in the amount of \$78.75 for filing and a certified copy of the enclosed Articles of Incorporation for DOWNBYRIVER MIAMI, INC. Please remit the certified copy of this corporation to the undersigned at:

407 Lincoln Road
Suite 708
Miami Beach, Florida 33139

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-07/16/99-01075-018
*****78.75 *****78.75

Thank you for your cooperation in this matter.

Sincerely,


Laurence Feingold

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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**ARTICLES OF INCORPORATION OF
DOWNBYRIVER MIAMI, INC.**

ARTICLE I – Name

The name of this corporation is DOWNBYRIVER MIAMI, INC.

ARTICLE II – Duration

This corporation shall be perpetual.

ARTICLE III – Purpose

This corporation is organized for the purpose of transacting any or all lawful business, including but not limited to:

- (a) Any act of business that a natural person could engage in.
- (b) Pursue its purposes and business in any and all locations, foreign or domestic.
- (c) Acquire, own, hold, develop, deal in and with, maintain and operate, unlimitedly, such real and personal property of every kind and description within and without the State of Florida.
- (d) Buy and sell real and personal property of any nature whatsoever.
- (e) Convey, sell, assign, transfer, lease, mortgage, pledge, exchange or otherwise deal with any property.
- (f) Import and export wares, goods and merchandise of any nature whatsoever.
- (g) Carry on all or any of the business of manufacturers, producers, fabricators, processors, distributors, purchasers and sellers of products and supplies of every kind, character and nature.
- (h) Purchase, hold, sell, transfer or deal in any manner with or in stocks, bonds, obligations, securities or interests of its own or of any other person, firm or corporation.
- (i) Pay cash or issue capital stock, debentures, bonds, mortgages, or other obligations of the corporation for any acquisition by the corporation and for any other lawful purpose.
- (j) Engage in the acquisition, ownership, sale distribution and licensing of patents, improvements and franchises, trademarks and trade names, and to operate thereunder.
- (k) Enter into, make and perform contracts of every kind and description with any person, firm or association, corporation and body politic conducive to the attainment of any of the objects or purposes of this corporation.
- (l) Enter into any and all types of agreements relating to financing, factoring and guarantees and to guarantee or secure, in any way, the debts or obligations of any other persons, firms, and/or corporation.
- (m) Guarantee performance by any other person and/or entity.

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TALLAHASSEE FLORIDA

In general, this corporation, may, without restriction, perform any and all acts and functions permitted by law.

ARTICLE IV – Capital Stock

This corporation is authorized to issue one hundred (100) shares of common stock. Said shares to have no par value.

ARTICLE V – Initial Registered Office and Agent

The street address of the initial principal office of this corporation is 1019 Fifth Street, Miami Beach, Florida 33139. The name and address of the initial registered agent of this corporation is Lauren Van Hemert, 407 Lincoln Road, Suite 708, Miami Beach, Florida, 33139.

ARTICLE VI – Initial Board of Directors

This corporation shall have one director 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. The name and address of the initial director of this corporation is:

<u>Name</u>	<u>Address</u>
RENEE FEINGOLD	407 Lincoln Road Suite 708 Miami Beach, Florida 33139

ARTICLE VII – Incorporator

<u>Name</u>	<u>Address</u>
RENEE FEINGOLD	407 Lincoln Road Suite 708 Miami Beach, Florida 33139

ARTICLE VIII – Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 14 day of July, 1999.


Renee Feingold

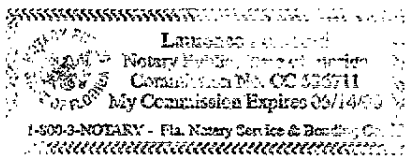
STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

SS:

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County aforesaid, personally appeared Renee Feingold, known to me and known by me to be the person who executed the foregoing Articles of Incorporation that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 14 day of July, 1999



NOTARY PUBLIC
STATE OF FLORIDA

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

My commission expires:

CERTIFICATE DESIGNATING RESIDENT AGENT

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

That DOWNBYRIVER MIAMI, INC. desiring to organize under the laws of the State of Florida with its principal office indicated in the articles of incorporation at the City of Miami beach, County of Miami-Dade, State of Florida, has named Lauren Van Hemert, located at 407 Lincoln Road, Suite 708, City of Miami Beach, County of Miami-Dade, State of Florida, as its agent to accept service of process within this State.

By: Renee Feingold
Renee Feingold, President

ACKNOWLEDGMENT:

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

Lauren Van Hemert
Lauren Van Hemert
Registered Agent