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September 10, 1999

FILED
99 SEP 15 PM 12:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

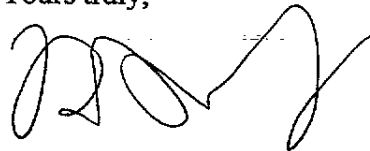
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RE: Downs & Meyer Consulting, Inc.

Dear Sir or Madam:

Enclosed please find the original and two (2) copies of the articles of incorporation for the proposed corporation named above and a check in the amount of \$87.50 in payment of the fees for filing and the provision of a certified copy thereof and a certificate of status for the proposed corporation. Please provide the certified copy and certificate of status to me at the above address. If further assistance is required from this office, please do not hesitate to contact me. Your prompt attention to this matter is greatly appreciated.

Yours truly,



R. Scott Phelps, Jr., Esquire

RSP/wpi

enclosures

F. CHESLER SEP 21 1999

ARTICLES OF INCORPORATION

for

Downs & Meyer Consulting, Inc.

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be: Downs & Meyer Consulting, Inc.

ARTICLE II

PRINCIPAL OFFICE

The principal place of business of this corporation shall be: 21 Marina Terrace, Treasure Island, Florida 33706. The mailing address of this corporation shall be: 21 Marina Terrace, Treasure Island, Florida 33706.

ARTICLE III

SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1000. The par value of these shares is to be one dollar (\$1.00).

ARTICLE IV

PURPOSE

The purpose of this corporation shall be to conduct any and all lawful business or commerce according to the laws of the State of Florida.

ARTICLE V

INDEMNIFICATION

The board of directors of this corporation is required to cause this corporation to indemnify the actions of the officers and directors of this corporation for any action taken on behalf of this corporation to the extent allowed under law.

ARTICLE VI

REQUIRED DISTRIBUTIONS

This corporation is required to distribute profits of this corporation to its shareholders in an annual amount no less than the tax liability that the total profit of this corporation creates for its shareholders unless each shareholder consents otherwise in writing for each year.

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ARTICLE VII
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial Registered Agent for this corporation are: Keith Meyer, 21 Marina Terrace, Treasure Island, Florida 33706.

ARTICLE VIII
EFFECTIVE DATE

The effective date of the formation of this corporation shall be: September 10, 1999.

ARTICLE IX
INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation are: Eric Downs, 12332 Sun Vista Court, Treasure Island, Florida 33706.

DATED: September 10, 1999

By: 

Eric Downs
Incorporator

CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

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.e., 21 Marina Terrace, Treasure Island, Florida 33706, 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 obligations of my position as registered agent.

DATED: September 10, 1999

By: 

Keith Meyer
Registered Agent

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TALLAHASSEE, FLORIDA

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