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Address  
Tallahassee, FL 32310 222-1092

City State Zip Phone

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-10/08/98-01061-020  
\*\*\*\*285.00 \*\*\*\*285.00

CORPORATION(S) NAME

CM

Down Time -- South Texas, LLC

- Profit
- NonProfit
- Foreign
- Limited Partnership
- Reinstatement
- Fictitious Name
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DIVISION OF CORPORATION

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO  
TRANSACT BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Down Time -- South Texas, LLC  
 (Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)

2. Texas 3. 74-2752857  
 (Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. July 18, 1995 5. Perpetual  
 (Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. June 29, 1998  
 (Date first transacted business in Florida. (See sections 608.501, 608.502 and 817.155, FS))

7. Hwy 44 at CR 93, Agua Dulce, Texas 78330  
 (Street address of principal office)

8. List name, title, and business address of each managing member [MGRM] or manager [MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Down Time Services, Inc.</u>	<u>MGRM</u>	<u>Glen Elps</u>	<u>MGRM</u>
<u>Hwy 44 at CR 93</u>		<u>Hwy 44 at CR 93</u>	
<u>Agua Dulce, TX 78330</u>		<u>Agua Dulce, TX 78330</u>	
<u>Raven's Roost Ltd.</u>	<u>MGRM</u>		
<u>202 Ohio Street</u>			
<u>Corpus Christi, TX 78404</u>			

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

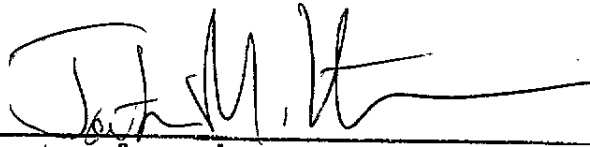
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 TALLAHASSEE  
 SECRETARY OF STATE

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Down Time -- South Texas, LLC d/b/a in Florida as "Down Time -- South Texas, L.C." certifies:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the member(s) is \$ 250,000.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 1,070,864.00  
(A description of the property is attached and made a part hereto.) \*  
and
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$ 1,320,864.00  
(This total includes amounts from 2 and 3 above.)

\* See attached Exhibit A



**Signature of a member or authorized representative of a member.**  
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Jonathan M. Hornblower, President of Raven's Roost Ltd., Managing Member  
Typed or printed name of signee

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 CLERK OF DISTRICT COURT  
 TAMPA, FLORIDA

**Filing Fee: \$250.00 for Application and Affidavit**

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Down Time -- South Texas, LLC d/b/a in Florida as "Down Time -- South Texas, L.C."

2. The name and the Florida street address of the registered agent and office are:

C T CORPORATION SYSTEM  
(Name)  
1200 South Pine Island Road  
Florida street address (P.O. Box **NOT** ACCEPTABLE)  
Plantation FL 33324  
(City/State/Zip)

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TALLAHASSEE, FLORIDA  
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*Having been named as registered agent and to accept service of process for the above stated limited liability company 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 the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

C T CORPORATION SYSTEM

Kirk Hood (Signature) Asst. Secy.

**Filing Fee: \$ 35 for Designation of Registered Agent**

**EXHIBIT A**

Field machining equipment, machine shop equipment, office equipment, contract rights and general intangibles.

STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

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# The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that  
Articles of Organization of

**DOWN TIME – SOUTH TEXAS, LLC**  
File No. 7012891-22

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were filed in this office and a certificate of organization was issued to this limited liability company, and no certificate of dissolution is in effect and the company is currently in existence.



*IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, on October 6, 1998.*

Alberto R. Gonzales  
Secretary of State

BAM