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FO4-3254

OR

FILE

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Down South, Incorporated
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Beverly Howell Clifton
(Name of Person)
Down South, Inc.
(Firm/Company)
2202 E. Dogwood Lane
(Address)
Brewton, AL 36426
(City/State and Zip code)

For further information concerning this matter, please call:

Beverly H. Clifton at (251) 867-7816 or 809-3919
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

RECEIVED
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FL
 JUL 17 1983
 FILED

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Down South, Incorporated
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")
(Down South Magazine, Inc.) 1st. (If above not available)
Down South Marketplace, Inc. 2nd choice
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Alabama 3. 63-1156381
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. Oct. 27, 1995 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 2202 E. Dogwood Lane, Brewton, AL 36426
(Principal office address)
2202 E. Dogwood Lane, Brewton, AL 36426
(Current mailing address)

8. Publishing - Tourism + Travel Promotions
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Beverly Howell Clifton
Office Address: 4300 Legendary Drive - Suite 222
Destin, FL, Florida 32541
(City) (Zip code)

10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Beverly Howell Clifton
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

11/17/95
11:30 AM
CORPORATION
SECTION

A. DIRECTORS

Chairman: Beverly Howell Clifton

Address: 2202 E. Dogwood Lane
Brewton, AL 36426

Vice Chairman: _____

Address: _____

Director: James R. Clifton

Address: 2202 E. Dogwood Lane
Brewton, AL 36426

Director: Justin Adams Howell

Address: 2202 E. Dogwood Lane
Brewton, AL 36426

B. OFFICERS

President: Beverly Howell Clifton / owner

Address: 2202 E. Dogwood Lane
Brewton, AL 36426

Vice President: James R. Clifton

Address: 2202 E. Dogwood Lane
Brewton, AL 36426

Secretary: Beverly Howell Clifton

Address: 2202 E. Dogwood Lane / Brewton, AL 36426

Treasurer: Beverly Howell Clifton

Address: 2202 E. Dogwood Lane / Brewton, AL 36426

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Beverly Howell Clifton
(Signature of Director or Officer listed in number 12 of the application)

14. Beverly Howell Clifton
(Typed or printed name and capacity of person signing application)

FILED
1:03

Nancy L. Worley
Secretary of State

P.O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

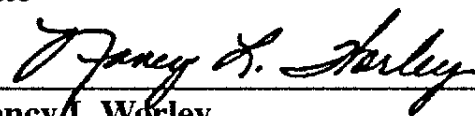
I, Nancy L. Worley, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

the domestic corporation records on file in this office disclose that Down South, Inc. incorporated in Escambia County, Brewton, Alabama on October 27, 1995. I further certify that the records do not disclose that said Down South, Inc. has been dissolved.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

May 13, 2004

Date



Nancy L. Worley

Secretary of State

