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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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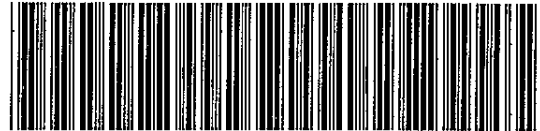
(Business Entity Name)

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2004 JUN 21 PM 1:04
TALLAHASSEE, FLORIDA

J. BRYAN JUN 22 2004

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

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

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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 East Osmond Lane
(Address)
Brenton, AL 36426
(City/State and Zip code)

For further information concerning this matter, please call:

Beverly Howell Clifton at (251) 867-7816 or 251-809-3919
(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

**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 Marketplace, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")
- Down South Festival Marketplace, Incorporated
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
2. Alabama 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. May 13, 2004 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. _____
(Date first transacted business in Florida if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 2202 East Dogwood Lane, Brenton, AL 36426
(Principal office address)
- 2202 East Dogwood Lane, Brenton, AL 36426
(Current mailing address)
8. To sell retail merchandise representing the Southern States in the
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida) Down South Region
9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)
- Name: Beverly Howell Clifton
- Office Address: 4300 Legendary Dr. Suite 200
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:

A. DIRECTORS

Chairman: Beverly Howell Clifton
Address: 2202 E. Dogwood Lane
Brewton, AL 36426
Vice Chairman: James R. Clifton
Address: 2202 E. Dogwood Lane
Brewton, AL 36426
Director: Justin Adams Howell
Address: SAME AS ABOVE

Director: Austin Brooks Howell
Address: SAME AS ABOVE

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: Beverly Howell Clifton
Address: 2202 East Dogwood Lane
Brewton, AL 36426
Vice President: James R. Clifton
Address: 2202 E. Dogwood Lane
Brewton, AL 36426
Secretary: Beverly Howell Clifton
Address: 2202 East Dogwood Lane / Brewton, AL 36426
Treasurer: Beverly Howell Clifton
Address: 2202 East 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)

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 Marketplace, Inc. incorporated in Escambia County, Brewton, Alabama on May 13, 2004. I further certify that the records do not disclose that said Down South Marketplace, Inc. has been dissolved.

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OFFICE OF CORPORATIONS
TALLAHASSEE, FLORIDA



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.

June 2, 2004

Date

Nancy L. Worley
Nancy L. Worley

Secretary of State