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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

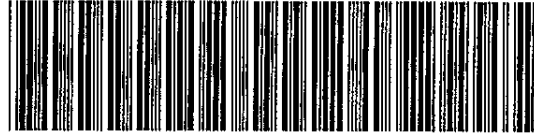
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN NOV 19 2004

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Downes Associates, Inc.
(Name of Corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida", "Certificate of Existence", and check are submitted to register the above referenced not for profit corporation to conduct its affairs in Florida.

Please return all correspondence concerning this matter to the following:

Sheryll L. Eldridge
(Name of Person)

Downes Associates, Inc.
(Firm/Company)

2129 Northwood Drive
(Address)

Salisbury, Maryland 21801-7858
(City/State and Zip Code)

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Sheryll Eldridge at (410) 546-4422, ext. 111
(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 NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA

IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:

1. Downes Associates, Inc.
(Name of corporation: must include the word "INCORPORATED" or "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)
2. Maryland 3. 52-0999171
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. April 25, 1974 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. November 15, 2004
(Date first conducted affairs in Florida if prior to registration. See sections 617.1501 & 617.1502, F.S. to determine penalty liability.)
7. 2129 Northwood Drive, Salisbury, Maryland 21801-7858
(Principal office address)
- Same as address above
(Current mailing address)

8. to provide engineering management and consulting services
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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

Name: Terry L. Weaver

Office Address: 12704 Aston Oaks Drive

Ft. Myers, Florida 33912-1463
(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.

Terry L. Weaver
(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.

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

A. DIRECTORS

Chairman: George E. Owens, P.E.

Address: 9685 Walnut Drive
Seaford, DE 19973

Vice Chairman: David V. Downes, P.E.

Address: 511 N. Pinehurst Avenue
Salisbury, MD 21801

Director: Alexander M. Grier, P.E.

Address: 214 N. Clairmont Drive
Salisbury, MD 21801

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: George E. Owens, P.E.

Address: 9685 Walnut Drive
Seaford, DE 19973

Vice President: Alexander M. Grier, P.E.

Address: 214 N. Clairmont Drive
Salisbury, MD 21801

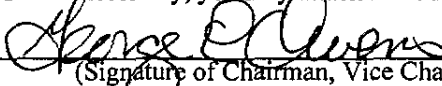
Secretary: David V. Downes, P.E.

Address: 511 N. Pinehurst Avenue, Salisbury, MD 21801

Treasurer: David V. Downes, P.E.

Address: 511 N. Pinehurst Avenue, Salisbury, MD 21801

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

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. George E. Owens, President
(Typed or printed name and capacity of person signing application)

STATE OF MARYLAND
Department of Assessments and Taxation

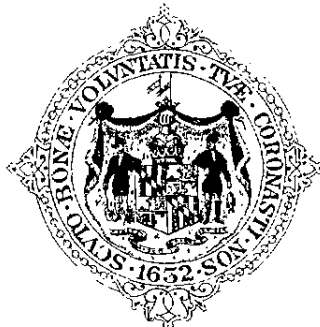
I, PAUL B. ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATIONS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE, AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT DOWNES ASSOCIATES, INC. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND THE CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN MARYLAND.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY SIGNATURE AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS OCTOBER 19, 2004.



Paul B. Anderson
Charter Division



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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

301 West Preston Street, Baltimore, Maryland 21201
Telephone Balto. Metro (410) 767-1344 / Outside Balto. Metro (888) 246-5941
MRS (Maryland Relay Service) (800) 735-2258 TT/Voice
Fax (410) 333-7097

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