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ESTABLISHED 1925

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November 16, 2001

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

Re: Down Time Holdings, Inc.
Our File No. 5-01-614

Dear Sir or Madam:

I enclose herewith one original and one copy of the Articles of Incorporation of the above-named corporation. Please file the original and furnish me with a certificate of status.

In furtherance of the same, you will find enclosed our firm check in the amount of \$78.75, made payable to the Secretary of State, which I estimate to be sufficient funds for the filing fee, certificate of status, and registration of the registered agent.

Thank you for your assistance in this matter. Please do not hesitate to contact me or my assistant, Sharon, if you have any questions or comments whatsoever.

Sincerely yours,

Michael A. Siragusa

MAS/sp
Enclosures

01 NOV 19 PM 1:55
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PS
11/26/01

ARTICLES OF INCORPORATION
FOR
DOWN TIME HOLDINGS, INC.

Prepared by
Michael A. Siragusa
Upchurch, Bailey & Upchurch, P. A.
St. Augustine, Florida 32085-3007
904-829-9066

Audit #

ARTICLES OF INCORPORATION
FOR
DOWN TIME HOLDINGS, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED NATURAL PERSON, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

Corporate Name and Principal Office

The name of the corporation shall be: Down Time Holdings, Inc., and the mailing and street address of the Corporation's principal office shall be located at 901 Birdie Way, St. Augustine, FL 32080.

ARTICLE II

Nature of Business

The general nature of the business to be transacted by the Corporation shall be to engage in any activity or business permitted under the laws of the United States or this State.

ARTICLE III

Shares of Stock

The Corporation shall be authorized to issue One Thousand (1000) shares of common

Audit #

stock at a par value of One Dollar (\$1.00) per share.

ARTICLE IV

Term of Existence

The Corporation shall exist perpetually.

ARTICLE V

Incorporator(s)

The name and address of the undersigned incorporator is:

NAME

James L. Snider

ADDRESS

901 Birdie Way

St. Augustine, FL 32080

ARTICLE VI

Registered Agent and Office

The name of the Corporation's initial registered agent is James L. Snider, 901 Birdie Way, St. Augustine, FL 32080, and the street and mailing address of the Corporation's initial registered office in Florida is 901 Birdie Way, St. Augustine, FL 32080.

ARTICLE VII

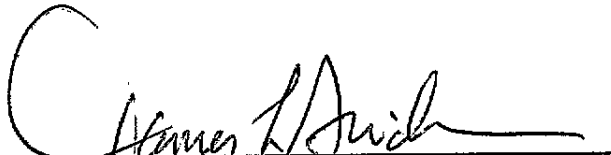
Amendment

These Articles of Incorporation may be amended in any manner provided by law or

Audit #

according to the By-Laws of this Corporation. Every amendment shall be approved by the Board of Directors and a majority of the stockholders entitled to vote thereon.

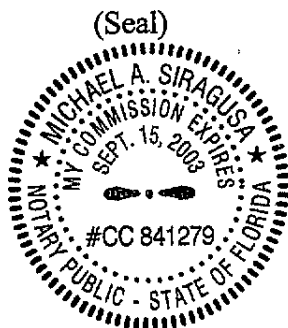
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 15th day of NOVEMBER, 2001.

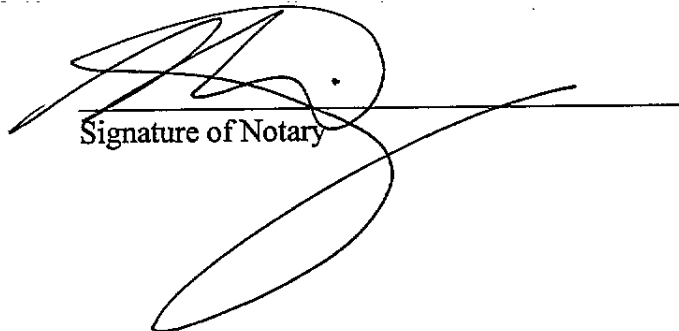

JAMES L. SNIDER

STATE OF FLORIDA
COUNTY OF ST. JOHNS

THE FOREGOING INSTRUMENT was acknowledged before me this 15 day of November, 2001, by JAMES L. SNIDER, who did not take an oath and who: (notary must check applicable box)

☒ is personally known to me.
☐ produced current driver's license(s) as identification.
☐ produced _____ as identification.

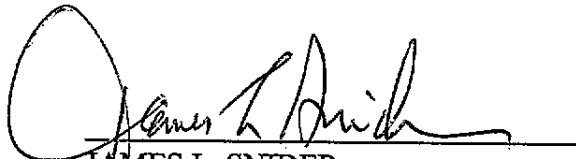



Signature of Notary

FILED
01 NOV 19 PM 1:55
Audit # SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

I am familiar with and accept the duties and responsibilities as Registered Agent for
the foregoing corporation.


JAMES L. SNIDER