

P95000022046

DAVID DOWNING, INC.  
2000-1 HENDRICKS AVENUE, SUITE 33  
JACKSONVILLE, FLORIDA 32207

(City, State, Zip) (Phone #)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. David Downing, Inc.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- Walk in     Pick up time \_\_\_\_\_     Certified Copy
- Mail out     Will wait     Photocopy     Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED  
FEBRUARY 15 1995  
TALLAHASSEE, FLORIDA

T. BROWN MAR 17 1995

Examiner's Initials

ARTICLES OF INCORPORATION  
DAVID DOWNING, INC.

FILED  
95 MAR 16 PM 3:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, all being sui juris, do hereby agree for ourselves, under the laws of the State of Florida, Florida Statute 607 et seq., and the provisions therein providing for the formation, rights, liabilities, privileges, benefits, and obligations conferred and imposed by said laws on corporations for profit, do hereby subscribe to and adopt the Articles set forth herein.

ARTICLE ONE: Name

The name of this Corporation shall be David Downing, Inc.

ARTICLE TWO: Duration

David Downing, Inc. shall have perpetual existence.

ARTICLE THREE: Purpose

The general and specific purposes for which David Downing, Inc. is organized are to :

- A. Engage in the business of Musical Entertainment.
- B. Purchase, sell, receive, take by grant, gift or devise, bequest or otherwise, own, hold, improve, through experimentation in full or by an interest in related entities and development designed and appropriate for intra-structural development.
- C. To transact the business of investing on behalf of itself or others, and part of its capital and such additional funds as it may obtain , or any interest therein, either as tenant in common or otherwise, and selling or otherwise disposing of the same, or any part thereof, or interest therein.
- D. To invest in new and existing enterprises on its own or by the mechanism of joint venture.
- E. To procure, interview, investigate, recommend for

employment, supervise and evaluate employees including, but not limited to, individuals, groups, foreign contractors, to engage in the corporation's objectives.

F. To do everything necessary, proper, advisable or convenient for the accomplishment of said purposes, and to do all other things incidental to or connected with the general business that is not forbidden by contrary to or inconsistent with the Florida Corporate laws and these Articles of Incorporation; whether in the State of Florida or in any other state, territory, district, or possession of the United States or in any foreign country in which the Corporation might do or engage in business.

G. To purchase the corporate assets of any other corporation engaged in the same or, dissimilar character of business.

H. To endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

I. To become guarantor or surety for any other person, firm or corporation for any purpose or transaction whatsoever.

#### ARTICLE FOUR: Shares

The aggregate number of shares which the corporation is authorized to issue is three thousand (3000). Such shares shall be of a single class, and shall have a par value of one dollar (\$1.00) per share.

ARTICLE FIVE: Registered Agency And Office

The Initial Registered Agent of the corporation shall be David Downing of 2000-1 Hendricks Avenue, Suite 33, Jacksonville, Florida 32207.

I acknowledge and accept the duties and responsibilities as registered agent for David Downing, Inc.

  
David Downing

The initial principal office of said corporation shall be located at 2000-1 Hendricks Avenue, Suite 33, Jacksonville, Florida 32207.

ARTICLE SIX: Board Of Directors

David Downing, Inc. shall initially have one (1) Director; whose name and address is as follows:  
David Downing of 2000-1 Hendricks Avenue, Suite 33, Jacksonville, Florida 32207.

ARTICLE SEVEN: Officers

The names and addresses of the initial officers of David Downing, Inc. are as follows:  
President/Secretary/Treasurer: David Downing of 2000-1 Hendricks Avenue, Suite 33, Jacksonville, Florida 32207.

ARTICLE EIGHT: Shareholder Action


A majority of the shareholders of the Corporation shall be required for any shareholder action.

ARTICLE NINE: Corporate By-Laws

The shareholders shall have the power to adopt, amend, alter, change or repeal the By-Laws or Articles of Incorporation when purposed and approved at a stockholders meeting, with not less than a three-fourths (3/4) vote of the common stock.

The undersigned has made and subscribed these Articles  
of Incorporation at Jacksonville, Duval County, Florida, on  
this 14 day of March, 1995.

SIGNATURE OF INCORPORATOR



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David Downing