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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

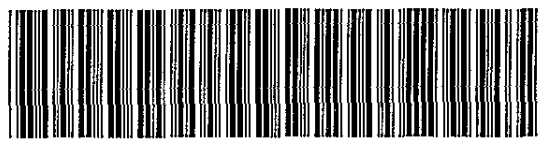
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2003 FEB 21 AM 9:23
ALABAMA SECRETARY OF REVENUE
MONTGOMERY, ALABAMA

W03-5278

J BRYAN FEB 24 2003

Dannelly & Company, P.A.
- Certified Public Accountant -

2717 West Cypress Creek Road
Ft. Lauderdale, FL 33309

Phone: (954) 973-0040 • Fax: (954) 252-2370
e-mail: sdannelly@bellsouth.net

January 6, 2003

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Second Chance, Inc.

Dear Sir or Madam:

Enclosed is an Application by Foreign Corporation for Authorization to Transact Business in Florida, Certificate of Existence and my check in the amount of \$87.50 representing the filing fee which are being submitted to register the above references foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to my office at 2717 West Cypress Creek Road, Fort Lauderdale, Florida, 33309.

If you should have any questions or comments, please do not hesitate to call me at (954) 973-0040.

Very truly yours,


Sean E Dannelly, CPA
Dannelly & Company

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2003 FEB 21 AM 9:23
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

FILED
2003 FEB 21 AM 9:24
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

TO: Registration Section
Division of Corporations

SUBJECT: Second Chance, Inc.
(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:

Sean Dannelly
(Name of Person)
Dannelly & Company, P.A.
(Firm/Company)
2717 West Cypress Creek Road
(Address)
Ft. Lauderdale, FL 33309
(City/State and Zip code)

For further information concerning this matter, please call:

Sean Dannelly at (954) 973-0040
(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

**CORPORATE ACTION BY SOLE DIRECTOR OF
SECOND CHANCE, INC.**

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2003 FEB 21 AM 9:24
WYLLIET CORPORATION'S
TALLAHASSEE, FLORIDA

The Director of **SECOND CHANCE, INC.**, a corporation organized and existing under the laws of the State of Nevada, does hereby agree, consent to, adopt and order the following corporate action:

1. The action contained herein shall be effective as of the 3rd day of January, 2003.
2. The Director does hereby waive all formal requirements, including the necessity of holding a formal or informal meeting, and any requirements that notice of such meeting be given.
3. The Director does hereby unanimously adopt the following resolution:

Resolved, that this Corporation is duly organized and existing under the laws of the State of Nevada, hereby adopts the name "**SECOND CHANCE OF SOUTH FLORIDA, INC.**" for use in Florida.

IN WITNESS WHEREOF, the undersigned Director has executed this corporate action for the purposes of giving consent thereto.



MAXITO PEAN, Director

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. Second Chance, inc.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "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.)

2. Nevada

(State or country under the law of which it is incorporated)

3. 46-0513153

(FEI number, if applicable)

4. 12/18/2002

(Date of incorporation)

5. Perpetual

(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. 1094 NW 24th Avenue, Pompano Beach, FL 33066

(Principal office address)

1094 NW 24th Avenue, Pompano Beach, FL 33066

(Current mailing address)

8. Wholesale/Retail

(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: Sean Dannelly

Office Address: 2717 West Cypress Creek Road

Ft. lauderdale

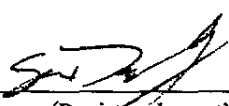
(City)

, Florida 33309

(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.



(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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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: Maxito Pean

Address: 1094 NW 24th Avenue
Pompano Beach, FL 33066

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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MADRID INCORPORATIONS
TALLAHASSEE, FLORIDA

B. OFFICERS

President: Maxito Pean

Address: 1094 NW 24th Avenue
Pompano Beach, FL 33066

Vice President: _____

Address: _____

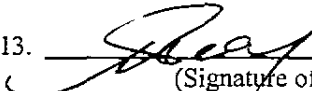
Secretary: _____

Address: _____

Treasurer: _____

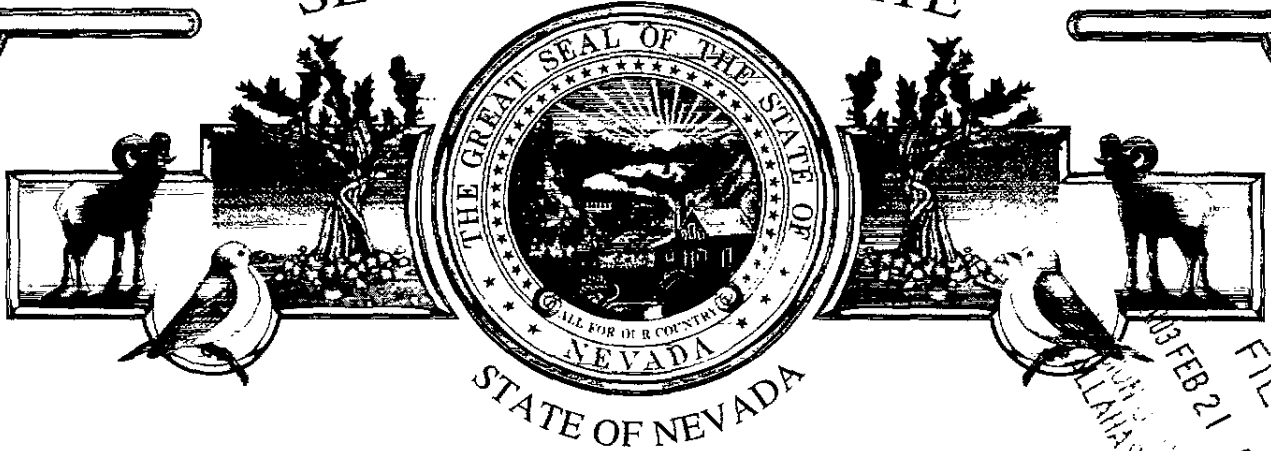
Address: _____

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. Maxito Pean
(Typed or printed name and capacity of person signing application)

SECRETARY OF STATE



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03 FEB 21 AM 9:24
PUBLIC INFORMATION
TALLAHASSEE, FLORIDA

CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporation soles, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **SECOND CHANCE, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since December 18, 2002, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on January 23, 2003.



Dean Heller

DEAN HELLER
Secretary of State

By *S. J. Jahn*
Certification Clerk