

Feb-03-2004 11:34

From: DAVID WILLIAMS, LAW FIRM, PA

302-575-0875

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Account Number : I20010000112  
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**FOREIGN PROFIT QUALIFICATION**

**POWER2SHIP, INC.**

Certificate of Status	1
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

January 30, 2004

AGENTS AND CORPORATIONS, INC

SUBJECT: POWER2SHIP, INC.  
REF: W04000004104

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name of your corporation is not available in Florida. An out-of-state corporation whose name is not available must adopt an alternate corporate name for use in Florida. The alternate corporate name must contain "Incorporated," "Company," "Corporation," "Inc.," "Co.," "Corp," "Inc.," "Co.," or "Corp." Please enter the alternate corporate name in the space provided in number one of the application.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Trevor Brumblay  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# 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. POWER2SHIP, INC.  
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. NEVADA 3. 87-0449667  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 10-28-1987 5. PERPETUAL  
(Date of incorporation) (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. 903 CLINT MOORE RD, BOCA RATON FL 33487  
(Principal office address)

SAME

(Current mailing address)

ORGANIZED UNDER THE GENERAL STATE LAWS.

8. TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY FOR WHICH CORPORATIONS MAY BE  
(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: Agents and Coprations, Inc.

Office Address: Suite E, 773 4th Ave. North

NAPLES

(City)

, Florida 34102

(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.

Stephanie Hernandez  
(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:

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

### A. DIRECTORS

Chairman: RICHARD HERSH

Address: 903 CLINT MORRE RD  
BOCA RATON FL 33487

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: MICHAEL JARDEN

Address: 903 CLINT MOORE RD  
BOCA RATON FL 33487

Director: \_\_\_\_\_

Address: \_\_\_\_\_

## B. OFFICERS

CEO: RICHARD HERSH

Address: 903 CLINT MOORE RD  
BOCA RATON FL 33487

Vice President: MICHAEL DARDEN

Address: 903 CLINT MOORE RD  
BOCA RATON FL 33487

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

**Treasurer:** \_\_\_\_\_

Address: \_\_\_\_\_

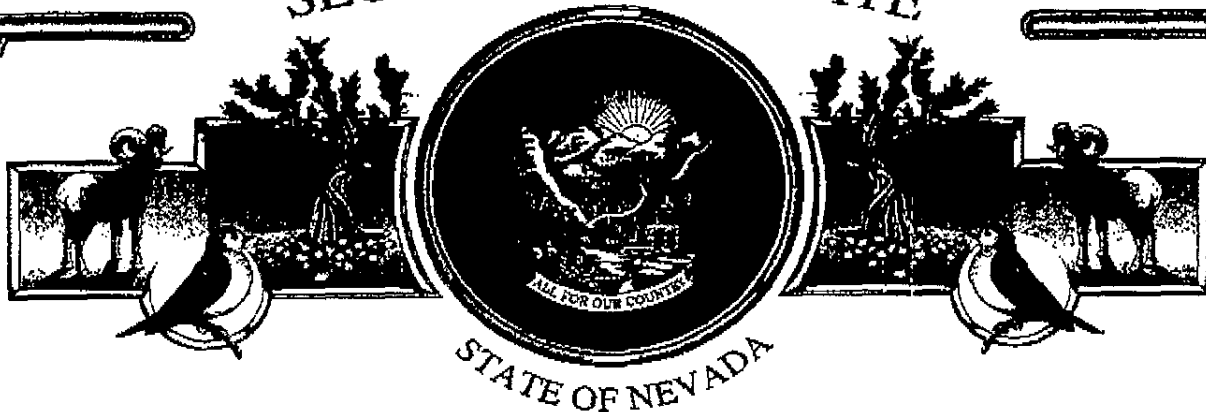
**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

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

14. RICHARD HERSH, CEO  
(Typed or printed name and capacity of person signing application)

04-FEB-3 PM 3:53  
SPECIAL INVESTIGATIVE  
TALL PINE ASSOCIATION

## SECRETARY OF STATE

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, **POWER2SHIP, 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 October 28, 1987, 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 June 26, 2003.



DEAN HELLER  
Secretary of State

By

Certification Clerk