

F04000002976

Florida Department of State
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MJH

To:

Division of Corporations
Fax Number : (850)205-0383

From:

Account Name : A 1 A CORPORATE SERVICES, INC.
Account Number : 120010000247
Phone : (305)674-3313
Fax Number : (305)675-2811

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FOREIGN PROFIT QUALIFICATION

FUEL DIGITAL INC.

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DIVISION OF CORPORATIONS

1104000114133 3

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. FUEL DIGITAL 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. NEW YORK 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. DECEMBER 20, 2000 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. 535 8TH AVE. 6TH FLOOR NEW YORK, NY 10018
(Principal office address)

535 8TH AVE. 6TH FLOOR NEW YORK, NY 10018
(Current mailing address)

8. Computer graphics retouching and repress.
(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: A1A Registered Agent Inc.

Office Address: 92 Sadberry Road

Quincy, Florida 32351
(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.

Paul Smith V.P.
(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:

1104000114133 3

HC400114133 3

A. DIRECTORS

Chairman: JERID O'CONNELL

Address: 11 HEDLEY FARMS RD.
WEST PORT, CT 06880

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: EDWARD WEINSTOCK

Address: 16 OVERLOCK DRIVE
PORT WASHINGTON, NY 11050

Vice President: _____

Address: _____

Secretary: JERID O'CONNELL

Address: 11 HEDLEY FARMS RD. WEST PORT, CT 06880

Treasurer: _____

Address: _____

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

13. _____

(Signature of Director or Officer listed in number 12 of the application)

14. _____

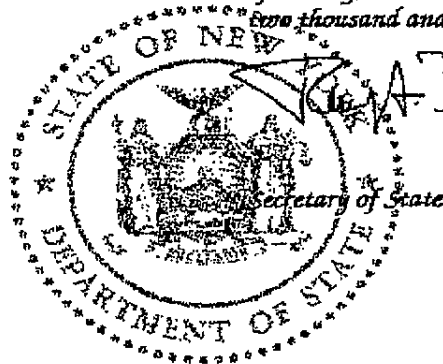
(Typed or printed name and capacity of person signing application)

HC400114133 3

State of New York | **ss:**
Department of State

I hereby certify, that the Certificate of Incorporation of FUEL DIGITAL INC. was filed on 12/20/2000, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 24th day of May
two thousand and four.



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