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Florida Department of State  
Division of Corporations  
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DIVISION OF CORPORATIONS

To: Division of Corporations  
Fax Number : (850)205-0383  
From: Account Name : NATIONAL CORPORATE RESEARCH, LTD.  
Account Number : T20000000088  
Phone : (800)221-0102  
Fax Number : (212)564-6083

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**FOREIGN PROFIT QUALIFICATION**  
**HELIX GLOBAL SOLUTIONS (USA) INC.**

Certificate of Status	1
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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. HELIX GLOBAL SOLUTIONS (USA) 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. DELAWARE (State or country under the law of which it is incorporated)
3. (FEI number, if applicable)

4. JULY 27, 2004 (Date of incorporation)
5. PERPETUAL (Duration: Year corp. will cease to exist or "perpetual")

6. (Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 7500 NW 25TH STREET UNIT 9, MIAMI, FLORIDA, 33122 (Principal office address)

2525 COHEN STREET, SAINT-LAURENT, QUEBEC, CANADA, H4R 2N5 (Current mailing address)

8. LOYALTY AND REWARDS SOLUTIONS PROVIDER (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 NOT acceptable)

Name: NATIONAL CORPORATE RESEARCH, LTD., INC.

Office Address: 103 NORTH MERIDIAN STREET
TALLAHASSEE, Florida 32301
(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.

Ann Maria Cummins
(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:

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A. DIRECTORS

Chairman: BRUCE SHADEED  
Address: 2525 COHEN STREET, SAINT-LAURENT, QUEBEC, CANADA, H4R 2N5

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

Director: CARLO COLELLA  
Address: 2525 COHEN STREET, SAINT-LAURENT, QUEBEC, CANADA, H4R 2N5

Director: GERRY SHADEED  
Address: 2525 COHEN STREET, SAINT-LAURENT, QUEBEC, CANADA, H4R 2N5

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TALLAHASSEE, FLORIDA

B. OFFICERS

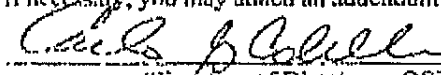
President: BRUCE SHADEED  
Address: 2525 COHEN STREET, SAINT-LAURENT, QUEBEC, CANADA, H4R 2N5

Vice President: CARLO COLELLA  
Address: 2525 COHEN STREET, SAINT-LAURENT, QUEBEC, CANADA, H4R 2N5

Secretary: GERRY SHADEED  
Address: 2525 COHEN STREET, SAINT-LAURENT, QUEBEC, CANADA, H4R 2N5

Treasurer: GERRY SHADEED  
Address: 2525 COHEN STREET, SAINT-LAURENT, QUEBEC, CANADA, H4R 2N5

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. CARLO COLELLA, VICE PRESIDENT  
(Typed or printed name and capacity of person signing application)

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# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HELIX GLOBAL SOLUTIONS (USA) INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRD DAY OF SEPTEMBER, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "HELIX GLOBAL SOLUTIONS (USA) INC." WAS INCORPORATED ON THE TWENTY-SEVENTH DAY OF JULY, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3333698

3833463 8300

040644881

DATE: 09-03-04  
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