

**F06000005408**

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H06000204874 3)))



H060002048743ABC+

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations  
Fax Number : (850) 205-0381

From: Account Name : RUDEN, MCCLOSKY, SMITH, SCHUSTER & RUSSELL,  
Account Number : 076077000521  
Phone : (954) 527-2428  
Fax Number : (954) 333-4001

**FILED**  
06 AUG 15 AM 10:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FOREIGN PROFIT/NONPROFIT CORPORATION**

XN Holdings Inc.

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$87.50

*Please give the original filing date of 8/15/06. Thank you!*

Electronic Filing Menu

Corporate Filing Menu

Help

*MRS 8/18*



August 17, 2006

FLORIDA DEPARTMENT OF STATE

RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL, P.A.  
Division of Corporations

SUBJECT: XM HOLDINGS INC.  
REF: WD6000036082

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.

You failed to make the correction(s) requested in our previous letter.

The document submitted does not meet legibility requirements for electronic filing. Please do not attempt to refax this document until the quality has been improved.

If you have any further questions concerning your document, please call (850) 245-6931.

Becky McKnight  
Document Specialist  
New Filing Section

FAX Aud. #: H06000204874  
Letter Number: 906A00050593

P.O BOX 6327 - Tallahassee, Florida 32314

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 CORPORATON TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. XN Holdings 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. 65-1098673

(FEI number, if applicable)

4. 03-20-2001

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification

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

7. 2424 N. Federal Highway, Suite 351 Boca Raton, FL 33431

(Principal office address)

2424 N. Federal Highway, Suite 351 Boca Raton, FL 33431

(Current mailing address)

8. Holding Company / Investment

(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: Ronald Reshefsky

Office Address: 3720 S. Ocean Blvd., Suite 1606

Highland Beach, Florida 33487

(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.

(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.

FILED 06 AUG 15 AM 10:23 SECRETARY OF STATE TALLAHASSEE, FLORIDA

FILED 06 AUG 15 AM 10:23 SECRETARY OF STATE TALLAHASSEE, FLORIDA

H060002048743

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

A. DIRECTORS

Chairman: Daniel M. Anber  
Address: 1250 Guy Street, Suite 1120  
Montreal, Quebec CANADA H3H 2T4

Vice Chairman: Ronald Reshefsky  
Address: 3720 S. Ocean Boulevard, Suite 1606  
Highland Beach, FL 33487

Director:  
Address:

Director:  
Address:

B. OFFICERS

President: Daniel M. Anber  
Address: 1250 Guy Street, Suite 1120  
Montreal, Quebec CANADA H3H 2T4

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 Director or Officer listed in number 12 of the application)

14. Daniel M. Anber, President  
(Typed or printed name and capacity of person signing application)

H06000204894 3

# Delaware

PAGE 1

## *The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "XN HOLDINGS 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 FOURTEENTH DAY OF AUGUST, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "XN HOLDINGS INC." WAS INCORPORATED ON THE TWENTIETH DAY OF MARCH, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

**FILED**  
06 AUG 15 AM 10:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



3370591 8300

060757803

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4971460

DATE: 08-14-06

406000204876 2