

F0700000504

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

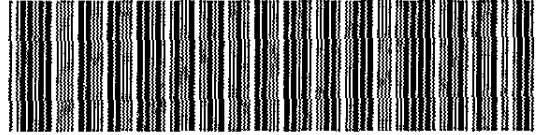
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

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2007 JAN 29 PM 2:33

SECRETARY OF STATE
TALLMAHSETT, CT 06480

T. Burch JAN 30 2007

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Calence Holdings 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:

Camille Cook, Accounting Manager
(Name of Person)

Calence Holdings Inc
(Firm/Company)

1620 W. Fountainhead Pkwy #400
(Address)

Tempe Az 85282
(City/State and Zip code)

For further information concerning this matter, please call:

Camille Cook at (480) 889-9607
(Name of Person) (Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing 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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED

07 JAN 29 PM 3:14

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

December 20, 2006

CAMILLE COOK
1620 W FOUNTAINHEAD PKWY #400
TEMPE, AZ 85282

SUBJECT: CALENCE HOLDINGS, INC.
Ref. Number: W06000054613

We have received your document for CALENCE HOLDINGS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The entity's period of duration must be listed on the application. Please insert the word "perpetual", if a specific date of dissolution or term of existence has not been specified.

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

If you have any questions concerning the filing of your document, please call (850) 245-6928.

Tim Burch
Document Specialist

Letter Number: 506A00072048

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
2007 JAN 29 PM 2:33

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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. Calence 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. Arizona 3. 86-0975489
(State or country under the law of which it is incorporated) (FBI number, if applicable)

4. 1/1/2000 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 2/1/2006
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 1620 W. Fountainhead Pkwy, Tempe Az. 85282
(Principal office address)

same
(Current mailing address)

8. Network Consulting
(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: C T Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida 33324
(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.

C T Corporation System
By: [Signature]
(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:

A. DIRECTORS

Chairman: see attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

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

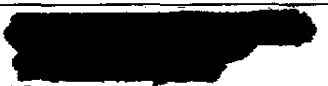
14. Jim Teter, COO & President
(Typed or printed name and capacity of person signing application)


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Calence Holdings Inc.
List of Officers and Majority Owners**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

	<u>Telephone Number</u> 480-889-9500
<u>Name</u> Michael F. Fong	<u>Ownership% & Title</u> Principal Owner (30%) & CEO
<u>Address</u> 1620 W Fountainhead Pkwy, 4 th Floor Tempe, AZ 85282	

	<u>Telephone Number</u> 480-889-9500
<u>Name</u> Timothy J. Porthouse	<u>Ownership% & Title</u> Principal Owner (30%) & President
<u>Address</u> 1620 W Fountainhead Pkwy, 4 th Floor Tempe, AZ 85282	

	<u>Telephone Number</u> 480-889-9500
<u>Name</u> Richard J. Lesniak	<u>Ownership% & Title</u> Principal Owner (30%)
<u>Address</u> 1620 W Fountainhead Pkwy, 4 th Floor Tempe, AZ 85282	

STATE OF ARIZONA



Office of the
CORPORATION COMMISSION

CERTIFICATE OF GOOD STANDING

To all to whom these presents shall come, greeting:

I, Brian C. McNeil, Executive Director of the Arizona Corporation Commission, do hereby certify that

*****CALENCE HOLDINGS, INC.*****

a domestic corporation organized under the laws of the State of Arizona, did incorporate on January 1, 2000.

I further certify that according to the records of the Arizona Corporation Commission, as of the date set forth hereunder, the said corporation is not administratively dissolved for failure to comply with the provisions of the Arizona Business Corporation Act; and that its most recent Annual Report, subject to the provisions of A.R.S. sections 10-122, 10-123, 10-125 & 10-1622, has been delivered to the Arizona Corporation Commission for filing; and that the said corporation has not filed Articles of Dissolution as of the date of this certificate.

This certificate relates only to the legal existence of the above named entity as of the date issued. This certificate is not to be construed as an endorsement, recommendation, or notice of approval of the entity's condition or business activities and practices.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission. Done at Phoenix, the Capital, this 22nd Day of November, 2006, A. D.



Executive Director

By

Jeffrey A. Barkin

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TALLAHASSEE FLORIDA