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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

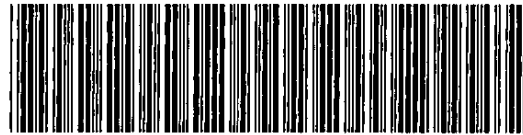
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Burch JUN 14 2007

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Adler Enterprises 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:

Rose E Adler
(Name of Person)

Adler Enterprises Inc
(Firm/Company)

157 Hyatt Street or P.O. Box 2095
(Address)

Gaffney SC 29341
(City/State and Zip code)

For further information concerning this matter, please call:

Rose or Rick Adler at (864) 488-2358
(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

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. Adler Enterprises 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. South Carolina 3. 57-0633744
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. February 16, 1976 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Soon App. June 15, 2007
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 157 Hyatt Street SC Rt 105 Gaffney SC 29341
(Principal office address)

P.O.Box 2095 Gaffney SC 29342
(Current mailing address)

8. Selling Abrasive Products and Related Items
(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: John Pimm

Office Address: 7 Oak Circle Course

Ocala, Florida 34472
(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.

John Pimm 6/1/07
(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.

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

A. DIRECTORS

Chairman: Richard Adler
 Address: 146 Ballenger Rd
Gaffney SC 29340

Vice Chairman: Don W Adler
 Address: 117 Calton Drive
Gaffney SC 29341

Director: Rose Adler
 Address: 117 Calton Drive
Gaffney SC 29341

Director: _____
 Address: _____

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B. OFFICERS

President: Richard P Adler
 Address: 146 Ballenger Rd
Gaffney SC 29340

Vice President: Donald W Adler
 Address: 117 Calton Drive
Gaffney SC 29341

Secretary: Rose E Adler
 Address: 117 Calton Drive Gaffney SC 29341

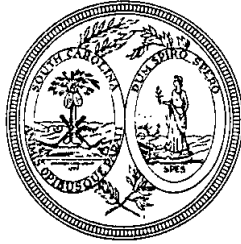
Treasurer: Rose E Adler
 Address: 117 Calton Drive Gaffney SC 29341

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

13. *Rose E Adler*
 (Signature of Director or Officer listed in number 12 of the application)

14. Rose E Adler
 (Typed or printed name and capacity of person signing application)

The State of South Carolina



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office of Secretary of State Mark Hammond

Certificate of Existence

I, Mark Hammond, Secretary of State of South Carolina Hereby certify that:

ADLER ENTERPRISES, INC.,
a corporation duly organized under the laws of the State of South Carolina on February 19th, 1976, and having a perpetual duration unless otherwise indicated below, has as of the date hereof filed all reports due this office, paid all fees, taxes and penalties owed to the Secretary of State, that the Secretary of State has not mailed notice to the Corporation that it is subject to being dissolved by administrative action pursuant to section 33-14-210 of the South Carolina Code, and that the corporation has not filed articles of dissolution as of the date hereof.

Given under my Hand and the Great
Seal of the State of South Carolina this
30th day of May, 2007.

Mark Hammond
Mark Hammond, Secretary of State

Note. This certificate does not contain any representation concerning fees or taxes owed by the Corporation to the South Carolina Tax Commission or whether the Corporation has filed the annual reports with the Tax Commission. If it is important to know whether the Corporation has paid all taxes due to the State of South Carolina, and has filed the annual reports, a certificate of compliance must be obtained from the Tax Commission.