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To: Division of Corporations
Fax Number : (850) 617-6381

From: Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

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DIVISION OF CORPORATION

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FOREIGN PROFIT/NONPROFIT CORPORATION

GSM INVESTMENTS LTD., INC.

Certificate of Status	0
Certified Copy	0
Page Count	04
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2008 MAY 20 A 10:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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5-21-08
2008

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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. GSM INVESTMENTS LTD., INC.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

QF Acquisitions, Inc.

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. CALIFORNIA

(State or country under the law of which it is incorporated)

3. _____

(FEI number, if applicable)

4. JUNE 27, 2002

(Date of incorporation)

5. _____

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

6. N/A

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

7. 117 WATERWORKS WAY, IRVINE, CA 92618

(Principal office address)

117 WATERWORKS WAY, IRVINE, CA 92618

(Current mailing address)

8. RETAIL STORE

(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: NRAI Services, Inc.

Office Address: 2731 Executive Park Drive, Suite 4

Weston

(City)

, Florida 33331

(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.

Ashley M. Spresnik Assistant Secretary
(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: PAUL NAUDE
Address: 117 WATERWORKS WAY
IRVINE, CA 92618

Vice Chairman: DEREK O'NEILL
Address: 1 BILLABONG PLACE
BURLEIGH HEAD, QLD, 4220 AUSTRALIA

Director: _____
Address: _____

Director: _____
Address: _____

B. OFFICERS

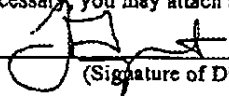
President: PAUL NAUDE
Address: 117 WATERWORKS WAY, IRVINE, CA 92618

Vice President: DEREK O'NEILL
Address: 1 BILLABONG PLACE, BURLEIGH HEAD, QLD, 4220 AUSTRALIA

Secretary: TOM GUMPert
Address: 117 WATERWORKS WAY, IRVINE, CA 92618

Treasurer: TOM GUMPert
Address: 117 WATERWORKS WAY, IRVINE, CA 92618

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. TOM GUMPert, SECRETARY AND CHIEF FINANCIAL OFFICER
(Typed or printed name and capacity of person signing application)

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**State of California
Secretary of State**

**CERTIFICATE OF STATUS
DOMESTIC CORPORATION**

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TALLAHASSEE, FLORIDA

I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That on the 27th day of June, 2002, GSM INVESTMENTS LTD. became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great Seal
of the State of California this day of
May 12, 2008.



Debra Bowen

DEBRA BOWEN
Secretary of State