

F09000002061

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

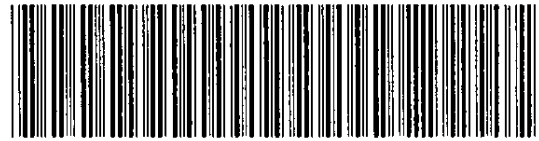
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

MRS
5/21



CORPORATION SERVICE COMPANY

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TALLAHASSEE FLORIDA

ACCOUNT NO. : I20000000195

REFERENCE : 9876521 7363511

AUTHORIZATION :

Spudleman

COST LIMIT : \$ 70.00

ORDER DATE : May 8, 2009

ORDER TIME : 11:34 AM

ORDER NO. : 987652-050

CUSTOMER NO: 7363511

FOREIGN FILINGS

NAME: IWA ACQUISITION CORP.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- _____ CERTIFIED COPY
- XX _____ PLAIN STAMPED COPY
- _____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Joyce Markley -- EXT# 2930

EXAMINER: _____

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. IWA Acquisition Corp.
(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. New York 3. 26-4682777
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. April 16, 2009 5. Perpetual
(Date of incorporation) (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)
c/o Irving Webber Associates, Inc., 761 Koehler Ave.

7. Ronkonkoma, NY 11779
(Principal office address)

761 Koehler Ave., Ronkonkoma, NY 11779
(Current mailing address)

8. To engage in all lines of insurance related activity as an insurance agent/broker. To engage in any act or activity for which corporations may be organized.
(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(City) (Zip code)

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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.

Corporation Service Company

By: Joyce L. Markley
(Registered agent's signature)

Joyce L. Markley
Assistant Vice President

Assistant Vice President

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: See attached officers/directors rider

Address: _____

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TALLAHASSEE FLORIDA

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

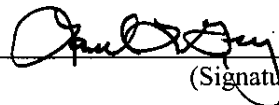
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13.  _____
(Signature of Director or Officer listed in number 12 of the application)

14. Laurel L. Grammig, Vice President
(Typed or printed name and capacity of person signing application)

OFFICERS/DIRECTORS RIDER

FL-Application by Foreign Corporation for Authorization

IWA Acquisition Corp.

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TALLAHASSEE FLORIDA

List of Officers

Name: Kenneth Masters **Title:** President
Bus. Addr.: 681 S Parker St., Ste. 200, Orange, CA 92868

Name: Laurel L. Grammig **Title:** VP/Secretary
Bus. Addr.: 3101 W MLK Jr. Blvd., Ste. 400, Tampa, FL 33607

Name: Thomas M. Donegan, Jr. **Title:** VP/Asst. Sec.
Bus. Addr.: 3101 W MLK Jr. Blvd., Ste. 400, Tampa, FL 33607

Name: Cory Walker **Title:** Vice President
Bus. Addr.: 220 S. Ridgewood Ave., Daytona Beach, FL 32114

Name: Thomas M. Tinsley **Title:** Treasurer
Bus. Addr.: 220 S. Ridgewood Ave, Daytona Beach, FL 32114

List of Directors

Name: Kenneth Masters **Term:** Sep 01, 2009
Bus. Addr.: 681 S Parker St., Ste. 200, Orange, CA 92868

**State of New York
Department of State**

} **SS:**

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**SECRETARY OF STATE
TALLAHASSEE FLORIDA**

I hereby certify, that the Certificate of Incorporation of IWA ACQUISITION CORP. was filed on 04/16/2009, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 15th day of May
two thousand and nine.*

A handwritten signature in black ink, appearing to read "Daniel Shapiro".

Daniel Shapiro
First Deputy Secretary of State