

F02000002615

TO: Registration Section
Division of Corporations

SUBJECT: Idea One, Inc

FILED
2002 MAY 24 AM 10:18
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

The enclosed Application 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:

Karen Kaplan
Idea One, Inc.
2110 Drew Street, Suite 200
Clearwater, Florida 33765

For further information concerning this matter, please call:

Karen Kaplan at 727-461-9799

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

300005271953--8
-04/15/02--01042--008
*****78.85 *****78.75

☐ \$70.00 Filing Fee

☒ \$78.75 Filing Fee & Certificate of Status

☐ \$78.75 Filing Fee & Certified Copy

☐ \$87.50 Filing Fee, Certificate of Status and Certified Copy

W02-11166
J. BRYAN APR 19 2002

J. BRYAN MAY 28 2002



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 19, 2002

KAREN KAPLAN
2110 DREW STREET, STE. 200
CLEARWATER, FL 33765

SUBJECT: IDEA ONE, INC.
Ref. Number: W02000011166

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for IDEA ONE, INC. and your check(s) totaling \$78.85. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$2,399.00.

Enclosed please find a copy of section 607.1501, 617.1501, or 608.502, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a notarized affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501, 617.1501 or 608.502, Florida Statutes.

If you have any questions concerning the filing of your document, please call
(850) 245-6043.

Joey Bryan
Document Specialist

Letter Number: 602A00023731

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



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TALLAHASSEE, FLORIDA

May 21, 2002

Mr. Joey Bryan, Document Specialist
Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

Re: Idea One, Inc. Reference Number: W02000011166

Dear Mr. Bryan:

Enclosed please find the following documents applicable to Idea One, Inc.'s Application for Authorization to Transact Business in the State of Florida:

Minutes of Board Meeting Authorizing "Idea One (Clearwater), Inc." for use in the State of Florida.

Affidavit regarding erroneous information regarding the transacting of business.

Copy of letter from Department of State

Copy of Application.

Please let me know if there is anything else you need in regard to this matter.

Sincerely,

A handwritten signature in cursive script that reads "Karen Kaplan".

Karen Kaplan
On behalf of Idea One

**MINUTES OF THE MAY 15th, 2002
MEETING OF BOARD OF DIRECTORS**

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

A meeting of the Board of Directors of Idea One, Inc. was called and held at the executive offices of the corporation, at 2110 Drew Street, Suite 200, City of Clearwater, County of Pinellas, State of Florida, on the 15th day of May, 2002 at 1:00 p.m.

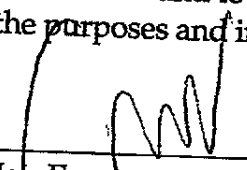
Present: Meir Ezra and Andy Savas, constituting a quorum of the board.

After discussion, and upon motions duly made, seconded and carried, it was

RESOLVED, the name of the Corporation for use in the State of Florida shall be Idea One International, Inc.

RESOLVED, that any and all action heretofore or hereafter taken by any officer or officers of the Corporation in furtherance of the foregoing resolution is hereby ratified and confirmed as the act and deed of the Corporation.

RESOLVED, that the officers of the Corporation are authorized and directed to take such actions and to execute and deliver such instruments and documents and to do such other things as they deem necessary or advisable to effectuate the purposes and intent of the foregoing resolution.



Meir Ezra,
Chairman, President and
Majority Shareholder

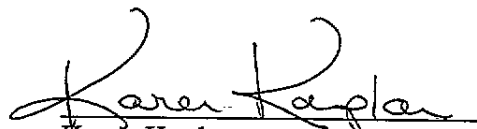
AFFIDAVIT

**STATE OF FLORIDA
COUNTY OF PINELLAS**

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TALLAHASSEE, FLORIDA

Karen Kaplan, with an address at 2110 Drew Street, Suite 200, Clearwater, Florida 33765 of lawful age, being duly sworn, deposes and says:

1. That I am the individual that completed the attached Application for Authorization to Transact Business in the State of Florida on behalf of Idea One, Inc.
2. That the Application contains erroneous information in response to Item 6, in that Idea One, Inc. did not first transact business in the State of Florida on November 24, 2000.
3. That Idea One, Inc. does not now and never has transacted business in the State of Florida.
4. That Idea One, Inc. is a Delaware entity formed for the purpose of holding shares in a research and development corporation.
5. That the first date that Idea One, Inc. will transact business in the State of Florida will be upon qualification.
6. That the above statements are true to my knowledge, information and belief.


Karen Kaplan

Sworn to before me this 21st day of May, 2002.


Notary Public



APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO
TRANSACTION BUSINESS IN THE STATE OF FLORIDA.

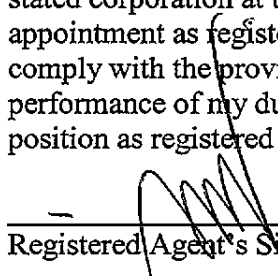
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TALLAHASSEE, FLORIDA

1. Name of Corporation: Idea One, Inc.
2. State under the law of which it is incorporated: Delaware
3. FEI number: 52-2275336
4. Date of incorporation: November 2, 2000
5. Duration: Perpetual
6. Date first transacted business in Florida: November 24, 2000
7. Principal Office Address: 2110 Drew Street, Suite 200, Clearwater, Florida
33765. Current Mailing Address: Same
8. Purposes of corporation authorized in home state to be carried out in state of
Florida: Any lawful act or activity which corporations may carry out in Florida.
9. Name and Street Address of Registered Agent:

Mr. Meir Ezra
2110 Drew Street, Suite 200
Clearwater, Florida 33755

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

Registered Agent's Signature

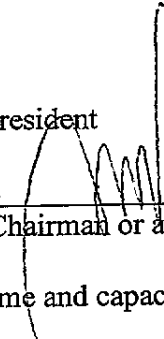
11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.
12. Names and business addresses of officers and/or directors:

Directors:

Meir Ezra (Chairman)– 2110 Drew Street, Suite 200, Clearwater, Florida 33765
Andy Savas – 21939 US 19 North, Clearwater, Florida 33765
Larry Gershman – 1270 6th Avenue, Suite 2730, New York, NY 10020

Officers:

Meir Ezra – President

13. 
Signature of Chairman or any Officer

14. Typed name and capacity of person signing application: Meir Ezra, President

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2002 MAY 24 AM 10:19
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "IDEA ONE, 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 ELEVENTH DAY OF APRIL, A.D. 2002.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3310890 8300

020223099

AUTHENTICATION: 1714961

DATE: 04-11-02