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(Requestor's Name)

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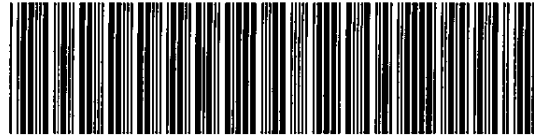
(Business Entity Name)

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DIVISION OF CORPORATIONS
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Wob-22138

B. McKnight JUL 12 2006

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Circle Holdings Ltd., 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:

Alex J. Kurkin, Esq.

(Name of Person)

Pathman Lewis, LLP

(Firm/Company)

2 South Biscayne Blvd., Suite 2400

(Address)

Miami, Florida 33131

(City/State and Zip code)

For further information concerning this matter, please call:

Alex J. Kurkin, Esq. at (305) 379-2425

(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

May 12, 2006

ALEX J KURKIN ESQ
2 SOUTH BISCAYNE BLVD SUITE 2400
MIAMI, FL 33131

SUBJECT: CIRCLE HOLDINGS LTD.
Ref. Number: W06000022138

We have received your document for CIRCLE HOLDINGS LTD. 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 use of LIMITED or LTD. is not sufficient as a corporate suffix. The name must include a word such as INCORPORATED, INC., CORPORATION or CORP.

The name and title of the person signing the document must be noted beneath or opposite the signature.

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 \$1,150.00.

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

PLEASE NOTE: You have included an alternate name in your document that is not allowed under corporate law. If you want to do business in Florida under a different name other than the one you incorporated under, will need to file a fictitious name application. You can find this form on our website at www.sunbiz.org.

Please return the original and one copy of 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) 245-6931.

Becky McKnight
Document Specialist
New Filing Section

Letter Number: 606A00033822

**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. Circle Holdings Ltd., 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. Commonwealth of Bahamas 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. March 20, 1998 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. June 15, 2005
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 2 South Biscayne Blvd., Suite 2400 Miami, FL 33131
(Principal office address)

2 South Biscayne Blvd., Suite 2400, Miami, FL 33131
(Current mailing address)

8. any lawful transaction
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

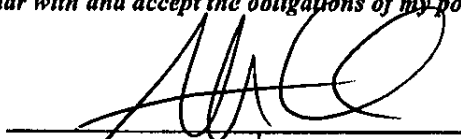
9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Alex J. Kurkin, Esq.

Office Address: 2 South Biscayne Blvd., Suite 2400
Miami, Florida 33131
(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.


(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:

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DIVISION OF CORPORATIONS
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A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Raphael Klein

Address: 2 South Biscayne Blvd., Suite 2400

Miami, Florida 33131

Director: Michael Klein

Address: 2 South Biscayne Blvd., Suite 2400

Miami, Florida 33131

B. OFFICERS

President: Raphael Klein

Address: 2 South Biscayne Blvd., Suite 2400

Miami, Florida 33131

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. Director/President

(Typed or printed name and capacity of person signing application)

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COMMONWEALTH OF THE BAHAMAS
THE INTERNATIONAL BUSINESS COMPANIES ACT 2000
(No. 45 of 2000)

IBC 08

CERTIFICATE OF GOOD STANDING

(Section 189)

No. 74523 B CIRCLE HOLDINGS LTD.

I, **SHANE A. MILLER**, Acting Registrar General of The Bahamas, DO HEREBY CERTIFY:

1. The above Company was duly incorporated under the provision of the International Business Companies Act 2000, (No. 45 of 2000) on the 20th day of **March 1998** as a Company No. **74523** of the Register of International Business Companies.
2. The name of the Company is still on the Register of the International Business Companies and the Company has paid all fees, licence fees and penalties due and payable under the provisions of Sections 175 and 194 of the said Act.
3. The Company has not submitted to me Articles of Merger or Consolidation that have not yet been effective.
4. The Company has not submitted to me Articles of Arrangement that has not yet become effective.
5. The Company is not in the process of being wound up and dissolved.
6. No proceedings have been instituted to strike the name of the Company off the said Register.
7. In so far as is evidenced by the documents filed with me the Company is in good legal standing.

Given under my hand and seal at Nassau in the
Commonwealth of The Bahamas this **22nd day**
of **May, 2006**


Acting Registrar General

07-C 111-01-700-00