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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C.S. 8-10



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 042098 7545558

AUTHORIZATION :

[Handwritten signature]

COST LIMIT : \$ 87.50

ORDER DATE : August 6, 2007

ORDER TIME : 10:07 AM

ORDER NO. : 042098-005

CUSTOMER NO: 7545558

FOREIGN FILINGS

NAME: GODIVA PROPERTIES LIMITED INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake -- EXT# 2959

EXAMINER: _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED
07 AUG -9 PM 12:42

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

August 7, 2007

CSC / KATHY DRAKE

RESUBMIT
Please give original
submission date as file date.

SUBJECT: GODIVA PROPERTIES LIMITED INC.
Ref. Number: W07000038375

We have received your document for GODIVA PROPERTIES LIMITED INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 607.0802 or 617.0802, Florida Statutes, requires directors to be natural persons 18 years old or older.

Please return 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) 245-6047.

Carolyn Lewis
Document Specialist

Letter Number: 307A00048463

**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. GODIVA PROPERTIES LIMITED 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. BRITISH VIRGIN ISLANDS

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

3.

(FEI number, if applicable)

4. 28 OCTOBER 1998

(Date of incorporation)

5.

PERPETUAL

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

6.

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

7. Akara Bldg, 24 De Castro Street, Wickhams Cay I, P.O. Box 3136, Road Town, Tortola, BVI

(Principal office address)

BAHAMAS FINANCIAL CENTRE, P. O. BOX N-3023, NASSAU, BAHAMAS

(Current mailing address)

8. ASSET HOLDING - REAL ESTATE IN SOUTH FLORIDA

(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

(City)

, Florida **32301**

(Zip code)

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TALLAHASSEE, FLORIDA

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

**Sarah K. Drake
as its agent**

By: *Sarah K. Drake*

(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:

A. DIRECTORS

Chairman: N/A

Address: _____

Vice Chairman: N/A

Address: _____

Director: Peter Leppard

Address: BAHAMAS FINANCIAL CENTRE, 3RD FLOOR, P. O. BOX N-3023
SHIRLEY & CHARLOTTE STREETS, NASSAU, BAHAMAS

Director: Antoinette Russell

Address: BAHAMAS FINANCIAL CENTRE, 3RD FLOOR, P. O. BOX N-3023
SHIRLEY & CHARLOTTE STREETS, NASSAU, BAHAMAS

B. OFFICERS

President: TRIANGLE ADMINISTRATION LIMITED

Address: BAHAMAS FINANCIAL CENTRE, 3RD FLOOR, P. O. BOX N-3023
SHIRLEY & CHARLOTTE STREETS, NASSAU, BAHAMAS

Vice President: N/A

Address: _____

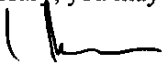
Secretary: CIRCLE CORPORATE SERVICES LIMITED

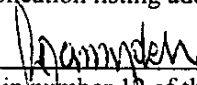
Address: BAHAMAS FINANCIAL CENTRE, P. O. BOX N-3023, NASSAU, BAHAMAS

Treasurer: N/A

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)
LESLIE BRACE

14. 
Donald O. Campbell
Triangle Administration Limited
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

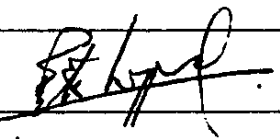


TRIANGLE ADMINISTRATION LIMITED

List of Authorised Signatories

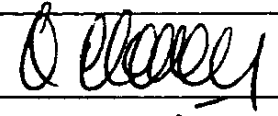
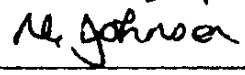

Effective 01st January 2007

1. This list is effective from 01st January 2007.
2. Any two authorised signatures from Group A are sufficient to legally bind the company.
3. Any two authorised signatures from Group A or any two authorised signatures being one from Group A and one from Group B may sign on the company's bank accounts.
4. Any two authorised signatures taken from Group A may bind the company on all matters of a formal nature not requiring the use of the company seal,
5. Any two authorised signatures taken from Group A and/or B may bind the company on all Sundry correspondences.
6. Any one authorised signatory from Groups A and/or B may bind the company on all informal sundry/personal correspondences.

GROUP A BOARD OF DIRECTORS

Peter E. Leppard	
Donald C. Campbell	
Antoinette Russell	

GROUP A AUTHORISED SIGNATORIES

Kevin Clercy	
Neville Johnson	
Denora Butler	

GROUP B AUTHORISED SIGNATORIES

Angela Butler	
Denise Taylor	
Leslie Brace	

 Authorised Signatory LESLIE BRACE	 Authorised Signatory DONALD C. CAMPBELL	03 August 2007 Date
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**TERRITORY OF THE BRITISH VIRGIN ISLANDS
BVI BUSINESS COMPANIES ACT, 2004**

**CERTIFICATE OF GOOD STANDING
(SECTION 235)**

The REGISTRAR OF CORPORATE AFFAIRS, of the British Virgin Islands HEREBY CERTIFIES
that, pursuant to the BVI Business Companies Act, 2004,

GODIVA PROPERTIES LIMITED

BVI COMPANY NUMBER: 298731

1. Is on the Register of Companies;
2. Has paid all fees, annual fees and penalties that are due and payable;
3. Has not filed articles of merger or consolidation that have not become effective;
4. Has not filed articles of arrangement that have not yet become effective;
5. Is not in voluntary liquidation; and
6. Proceedings to strike the name of the company off the Register of Companies have not been instituted.



[Signature]
for REGISTRAR OF CORPORATE AFFAIRS
4th day of July, 2007

CERTIFICATE OF INCUMBENCY

Of

GODIVA PROPERTIES LIMITED
(A Company Limited by Shares)

We, **MOSSACK FONSECA & CO. (B.V.I.) LTD.** in our capacity as Registered Agent of **GODIVA PROPERTIES LIMITED**, a British Virgin Islands Business Company (the "Company"), do hereby certify the following:

1. The name of the Company is **Godiva Properties Limited**
2. The above Company was first incorporated under the provisions of the International Business Companies Act (Cap. 291) on the 28th day of **October, 1998** as Company No. **298731** of the Register of International Business Companies. The Company was Re-registered under the provisions of the Business Companies Act, 2004 on the 1st day of **January, 2007**.
3. The first Registered Agent of the Company is **Mossack Fonseca & Co. (B.V.I.) Ltd.**, P.O.Box 3136, Road Town, Tortola, British Virgin Islands.
4. The first Registered Office of the Company is at Akara Bldg., 24 De Castro Street, Wickhams Cay 1, Road Town, Tortola, British Virgin Islands, the office of the first Registered Agent.
5. The authorized capital of the Company is US\$50,000 divided into 50,000 Shares with a par value of US\$1.00 each.
6. In so far as is evidenced by the documents filed at the Registered Office, the Company is in existence and in good standing.
7. According to our records, the Company has not created any charges over its assets.
8. According to the records available at the Registered Office of the Company, the Directors of the Company are:

Directors:
Triangle Administration Limited
Octagon Management Limited

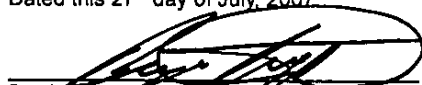
Date of Appointment:
23rd January, 2006
23rd January, 2006

9. According to the records available at the Registered Office of the Company, the Secretary of the Company is:

Secretary:
Circle Corporate Services Limited

Date of Appointment:
23rd January, 2006

Dated this 27th day of July, 2007


Bryan Scallion - Assistant Secretary
MOSSACK FONSECA & CO. (B.V.I.) LTD.
Registered Agent

