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Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5368

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FOREIGN PROFIT/NONPROFIT CORPORATION

Culture Fuels, Inc.

Certificate of Status	1
Certified Copy	1
Page Count	05
Estimated Charge	\$87.50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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14

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Culture Fuels, 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," or "Certificate of Good Standing" 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:

Kristin A. Gerber, Esq.

Name of Person

Brown Rudnick LLP

Firm/Company

One Financial Center, FL18

Address

Boston, MA 02111

City/State and Zip code

kgerber@brownrudnick.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Kristin A. Gerber, Esq.

at (617) 856-8160

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

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. Culture Fuels, 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. Delaware

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

3. 27-2484718

(FEI number, if applicable)

4. April 27, 2010

(Date of incorporation)

5. perpetual

(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. 4100 S. Frontage Road, Suite 102, Lakeland, FL 33815

(Principal office address)

4100 S. Frontage Road, Suite 102, Lakeland, FL 33815

(Current mailing address)

8. Production of low-cost photobioreactors for production of biofuel

(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: Dr. George Philippidis

Office Address: 4100 S. Frontage Road, Suite 102

Lakeland

(City)

Florida 33815

(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.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Lawrence A. Walmsley

Address: c/o Culture Fuels, Inc.

4100 S. Frontage Road, Suite 102, Lakeland, FL 33815

Director: _____

Address: _____

B. OFFICERS

President: Lawrence A. Walmsley

Address: c/o Culture Fuels, Inc.

4100 S. Frontage Road, Suite 102, Lakeland, FL 33815

Vice President: _____

Address: _____

Secretary: Lawrence A. Walmsley

Address: c/o Culture Fuels, Inc., 4100 S. Frontage Road, Suite 102, Lakeland, FL 33815

Treasurer: Lawrence A. Walmsley

Address: c/o Culture Fuels, Inc., 4100 S. Frontage Road, Suite 102, Lakeland, FL 33815

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

13. _____

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. Lawrence A. Walmsley, President

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

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AND
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Delaware

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CULTURE FUELS, 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 NINTH DAY OF AUGUST, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.


AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



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You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8958339

DATE: 08-09-11