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LEVINE & PARTNERS, P.
ATTORNEYS AT LAW
1100 BRICKELL AVENUE, 7TH FL OR
MIAMI, FLORIDA 33131

VIA FEDEX

TELEPHONE (305) 372-1350
TELEFAX (305) 372-1352

January 3, 2000

Qualification/Tax Lien Section
Division of Corporations
409 East Gaines Street
Tallahassee, Fl. 32399

Re: Southgate Enterprises, Inc., a Delaware Corporation

Gentlemen/Ladies:

Pursuant to the above referenced matter, please find enclosed the following:

1. Transmittal Letter to Qualification/Tax Lien Section;
2. Check in the amount of \$78.75 payable to Florida Department of State; 1/12
3. Original Certificate of Good Standing for Southgate Enterprises, Inc., from the Secretary of State of Delaware; and
4. Application by Foreign Corporation for Authorization to Transact Business in Florida.

Please process the above documentation and return a Certificate of Status confirming the qualification.

If you have any questions, please do not hesitate to contact our office.

Sincerely,

Mireya Koger

Mireya Koger,
Paralegal

cc: Alan W. Levine, Esq.

Enclosures

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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: SOUTHGATE ENTERPRISES, INC., a Delaware corporation
(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:

Mireya Koger, Paralegal
(Name of Person)
Levine & Partners, P.A.
(Firm/Company)
1110 Brickell Ave., 7th Floor
(Address)
Miami, Florida 33131
(City/State/Zip)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Should you need to call someone concerning this matter, please call:

Mireya Koger at (305) 372-1350
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien 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

**CORPORATE RESOLUTION
OF
SOUTHGATE ENTERPRISES, INC.**

I, **CAROL OGDEN**, being the Secretary of **SOUTHGATE ENTERPRISES, INC.**, a Delaware corporation (the "Corporation"), do hereby certify unto whom it may concern, in particular as follows:

- 1.) The Corporation is validly existing and in good standing under the laws of the State of Delaware;
- 2.) That I serve as Secretary of the Corporation;
- 3.) That at a Special Meeting of the Board of Directors of the Corporation which was held on the 1st day of January, 2000, at its principal place of business at 3250 Mary Street, Suite 306, Miami, Florida 33133, at which meeting all of the directors of the Corporation were personally present and attending, the following resolution was unanimously adopted by the Board of Directors of said Corporation;

BE IT RESOLVED by the Corporation, as follows:

- 4.) **RESOLVED**, that the Corporation be authorized and directed to apply for authorization to transact business in the State of Florida with the Florida Division of Corporations; and
- 5.) **RESOLVED**, that for purposes of clarification in the State of Florida, the Corporation's name be changed to **SOUTHGATE ENTERPRISES OF DELAWARE, INC.**, a Delaware corporation.

I hereby further certify that the foregoing resolution is outstanding and has not been modified or rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand as President and Director of the Corporation, and affixed the Corporation's seal this 5th day of January, 2000.


CAROL OGDEN, Secretary

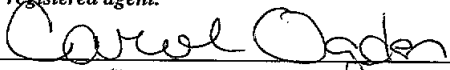
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*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. SOUTHGATE ENTERPRISES, INC.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 10/28/99 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 12/31/99
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 3250 Mary Street, Suite 306, Miami, Fl. 33133
(Current mailing address)
8. To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware
(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 or Mail Drop Box **NOT** acceptable)
- Name: Carol Ogden
- Office Address: 3250 Mary Street, Suite 306
Miami, Florida, 33133
(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 addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Carol Ogden

Address: 3250 Mary Street, Suite 306, Miami, Florida 33133.

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Carol Ogden

Address: 3250 Mary Street, Suite 306, Miami, Florida 33133

Vice President: _____

Address: _____

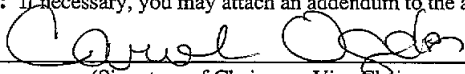
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Carol Ogden, Director/President
(Typed or printed name and capacity of person signing application)

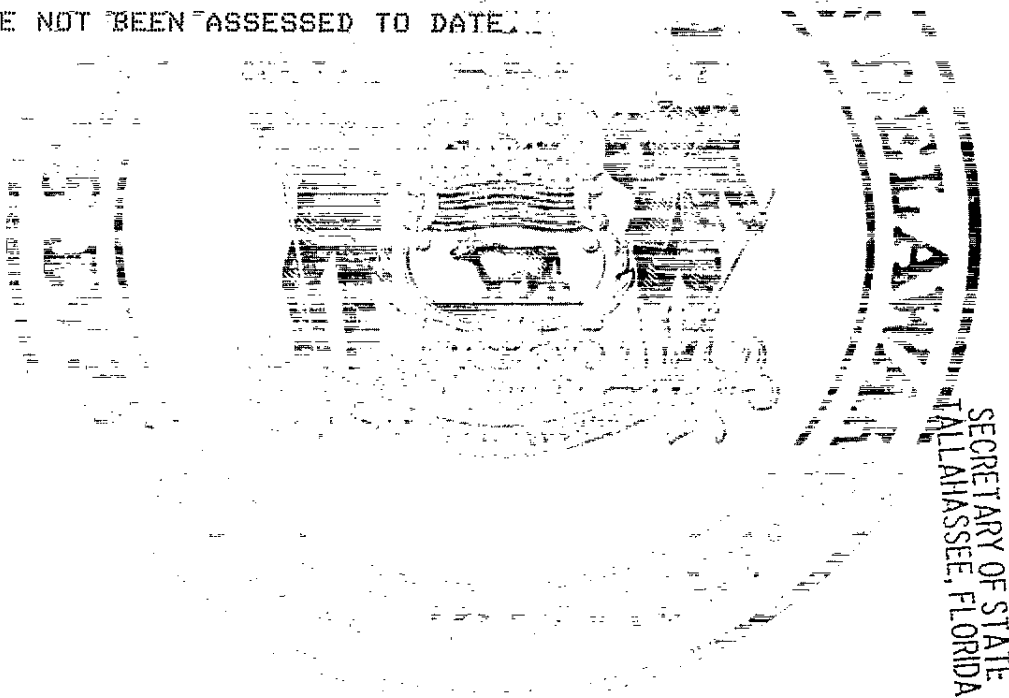
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SOUTHGATE ENTERPRISES, 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 FOURTEENTH DAY OF DECEMBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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FILED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0139692

DATE: 12-14-99