

F00000000000332

TRANSMITTAL LETTER

To: Registration Section  
Division of Corporations

SUBJECT: Latitude 26 Venture Corp.  
(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:

Pete Fisher  
(Name of Person)  
Latitude 26 Venture Corp.  
(Firm/Company)  
10242 NW 47<sup>th</sup> St. Suite 12  
(Address)  
Sunrise, FL 33351  
(City/State/Zip)

FILED  
00 JAN 14 PM 8:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

with  
1/20

600003098866--5  
-01/14/00-01052-008  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Should you need to call someone concerning this matter, please

Pete Fisher at (954) 572-4641  
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

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

MAILING ADDRESS:

Registration 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. Latitude26 Venture Corp.  
(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. Nevada 3. 65-0968464  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 11/5/99 5. perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification  
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")  
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. a. 10242 NW 47<sup>th</sup> St. Suite 12 Sunrise, FL 33351  
(Principal office address)
- b. same as above  
(Current mailing address)
8. Investment  
(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: Pete Fisher
- Office Address: 10242 NW 47<sup>th</sup> St. Suite 12  
Sunrise, Florida 33351  
(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:

A. DIRECTORS

Chairman: Thomas Edwards

Address: 10242 NW 47<sup>th</sup> St.  
Sunrise, FL 33351

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

B. OFFICERS

President: DAVID KOST

Address: 10242 NW 47<sup>th</sup> St.  
Sunrise, FL 33351

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: Pete Fisher

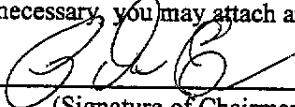
Address: 4731 NW 19<sup>th</sup> St.  
Ft. Lauderdale, FL 33310

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

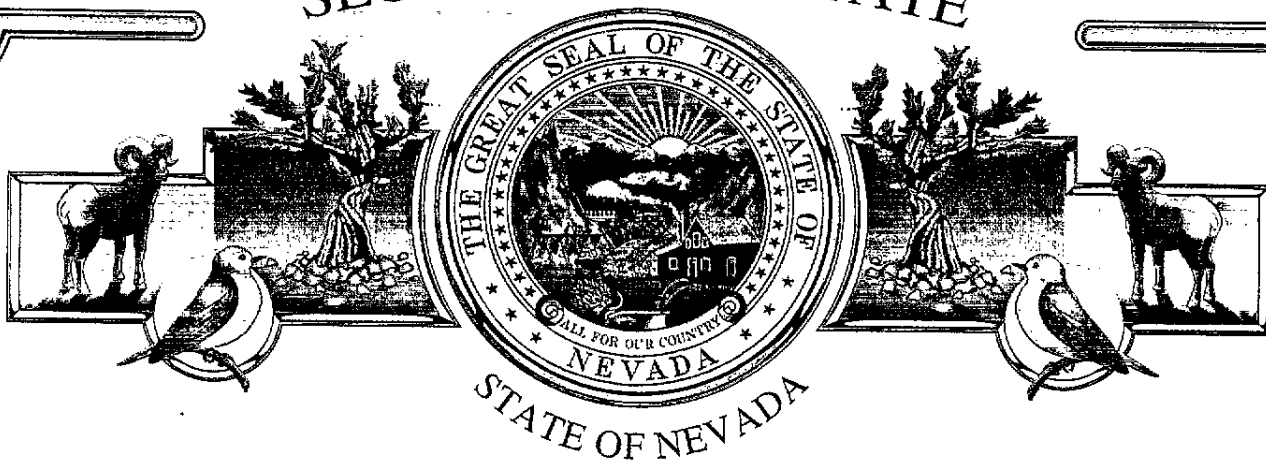
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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

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

14. Pete Fisher Secretary  
(Typed or printed name and capacity of person signing application)

# SECRETARY OF STATE



## CORPORATE CHARTER

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that **LATITUDE26 VENTURE CORP.** did on **November 5, 1999** file in this office the original Articles of Incorporation; that said Articles are now on file and on record in the office of the Secretary of State of the State of Nevada, and further, that said Articles contain all the provisions required by the law of said State of Nevada.

FILED  
NOV 16 8 43 AM '99  
STATE  
TREASURER  
TAMMIE FLORIDA

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on **November 5, 1999**.



*Dean Heller*

Secretary of State

By

*[Signature]*  
Certification Clerk

FILED # C 27503.99

NOV 05 1999

## ARTICLES OF INCORPORATION OF

### LATITUDE26 VENTURE CORP.

IN THE OFFICE OF  
*Dean Heller*  
DEAN HELLER SECRETARY OF STATE

THE UNDERSIGNED PERSON, acting as Incorporator of a corporation under the provisions of the Nevada General Corporation Law, adopts the following Articles of Incorporation:

FIRST. The name of the corporation is:

#### LATITUDE26 VENTURE CORP.

SECOND. The street address of the corporation's resident agent and the principal or statutory address of this corporation in the State of Nevada shall be:

**CORPORATE SERVICE CENTER, INC.**  
1475 Terminal Way, Suite E  
Reno, Washoe County, NV 89502

This corporation may maintain an office, or offices, in such other place or places within or without the State of Nevada as may be from time to time designated by the Board of Directors, or by the bylaws of said corporation, and that this corporation may conduct all corporation business of every kind and nature, including the holding of all meetings of directors and stockholders, outside the State of Nevada as well as within the State of Nevada.

THIRD. The corporation shall have unlimited power to engage in and do any lawful act concerning any or all lawful business for which corporations may be organized under the Law and not limited by the Statutes of Nevada or any other state in which it conducts its business.

FOURTH. That the total number of voting common stock authorized that may be issued by the corporation is **TWENTY FIVE THOUSAND (25,000)** shares of stock with **NO par value**, and no other class of stock shall be authorized. Said shares may be issued by the corporation from time to time for such considerations as may be fixed from time to time by the Board of Directors.

FIFTH. The governing board of this corporation shall be known as directors, and the number of directors may from time to time be increased or decreased in such manner as shall be provided by the bylaws of this corporation, providing that the number of directors shall not be reduced to less than one (1). The name and post office address of the first Board of Directors, which shall be one (1) in number, shall be listed as follows:

**TREVOR C. ROWLEY**  
1475 Terminal Way, Suite E  
Reno, NV 89502.

SIXTH. The capital stock, after the amount of the subscription price, or par value, has been paid in, shall not be subject to assessment to pay the debts of the corporation.

SEVENTH. The name and post office address of the Incorporator signing the Articles of Incorporation is as follows:

**TREVOR C. ROWLEY**  
1475 Terminal Way, Suite E  
Reno, NV 89502.

FILED  
JAN 11 1999  
PM 8:53  
SECRETARY OF STATE  
RENO, NEVADA

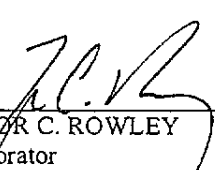
EIGHTH. The corporation is to have perpetual existence.

NINTH. Any corporate officer, director, or shareholder of this corporation shall not, in the absence of fraud, be prohibited from dealing with this corporation either as vendor, purchaser or otherwise. A pecuniary interest in any transaction by any such director, shareholder or officer shall not disqualify him in any way from acting in his corporate capacity. No director nor officer, nor any firm, association, or corporation of which he shall be a member, or in which he may be pecuniarily interested in any manner be disqualified from dealing with the corporation as a result of the association. No director nor officer, nor any firm, association, or corporation with which he is connected as aforesaid shall be liable to account to this corporation or its shareholders for any profit realized by him from or through any such transaction or contract, it being the express purpose and intent of the Article to permit this corporation to buy from, sell to, or otherwise deal with the partnerships, firms, or corporations of directors and officers of the corporation, or any one or more of them who may have pecuniary interest, and the contracts of this corporation, in the absence of fraud, shall not be void or voidable or affecting in any manner by reason of such position. Furthermore, directors of this corporation may be counted for a quorum of the Board of Directors of this corporation at a meeting even though they may be pecuniarily interested in matters considered at a meeting; any action taken at such a meeting with reference to such matters by a majority of the disinterested directors shall not be void or voidable by this corporation in the absence of fraud.

TENTH. No director or officer of the corporation shall be personally liable to the corporation or any of its stockholders for damages for breach of fiduciary duty as a director or officer or for any act or omission of any such director or officer, however, the foregoing provision shall not eliminate or limit the liability of a director or officer for (a) acts or omissions which involve intentional misconduct, fraud or a knowing violation of law or (b) the payment of dividends in violation of Section 78.300 of the Nevada Revised Statutes. Any repeal or modification of this Article by the stockholders of the corporation shall be prospective only and shall not adversely affect any limitation on the personal liability of a director or officer of the corporation for acts or omissions prior to such repeal or modification.

ELEVENTH. This corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation, in the manner now or hereafter prescribed by statute, or by the Articles of Incorporation, and all rights conferred upon stockholders herein are granted subject to this reservation.

I, THE UNDERSIGNED, being the Incorporator hereinbefore named for the purpose of forming a corporation pursuant to the General Corporation Laws of the State of Nevada, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand this Thursday, November 04, 1999

  
TREVOR C. ROWLEY  
Incorporator

STATE OF NEVADA )  
                          ) SS:  
WASHOE COUNTY )

On this Thursday, November 04, 1999, in the City of Reno, before me, the undersigned, a Notary Public in and for Washoe County, State of Nevada, personally appeared TREVOR C. ROWLEY, known to me to be the person whose name is subscribed to the foregoing document and acknowledged to me that he executed the same.

  
Notary Public

D. K. MELIUS  
Notary Public, State of Nevada  
Appointment No. 98-49031-2  
My Appt. Expires Dec. 16, 2002

FILED  
JAN 14 PM 8:14  
CLERK OF STATE  
AND ARLAND, FLORIDA