

# FO0000001421

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CT Corporation System  
660 East Jefferson Street  
Tallahassee, FL 32301  
850-222-1092

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Corporation(s) Name

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 MAR 16 PM 1:42

*AquaTrend.net, Inc*

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| <input checked="" type="checkbox"/> Profit   | <input type="checkbox"/> Amendment                | <input type="checkbox"/> Merger        |
| <input type="checkbox"/> Nonprofit   |   |  |
| <input checked="" type="checkbox"/> Foreign  | <input type="checkbox"/> Dissolution              | <input type="checkbox"/> Mark          |
| <input type="checkbox"/> LLC   | <input type="checkbox"/> Withdrawal               |  |
| <input type="checkbox"/> Limited Partnership   | <input type="checkbox"/> Annual Report            | <input type="checkbox"/> Other         |
| <input type="checkbox"/> Reinstatement   | <input type="checkbox"/> Reservation              | <input type="checkbox"/> Ch. RA        |
|  | <input type="checkbox"/> Fictitious Name          | <input type="checkbox"/> UCC           |
| <input type="checkbox"/> Certified Copy  | <input type="checkbox"/> Photocopies              | <input type="checkbox"/> CUS           |
| <input type="checkbox"/> arts/ameds/mergers <input type="checkbox"/> Other-See Above |   |  |
| <input checked="" type="checkbox"/> (XXX) Walk in                                    | <input checked="" type="checkbox"/> (XXX) Pick-up | <input type="checkbox"/> ( ) Will Wait |

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Jeffrey Butterfield

Thank You!

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B/K 3/16/00

**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.*

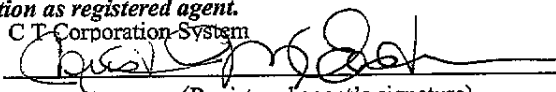
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1. AquaTrend.net, Inc.  
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware 3. FEIN: 65-0519455  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. December 8, 1999 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. at present not transacting business  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 649 U.S. 1, Suite 14  
North Palm Beach, Florida 33408  
(Current mailing address)
8. to engage in any lawful act or activity  
(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: C T Corporation System  
Office Address: 1200 South Pine Island Road  
Plantation, Florida, 33324  
(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.*

C T Corporation System

  
(Registered agent's signature)

**Christine M. Eastwing**  
**Assistant Secretary**

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)

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**A.DIRECTORS(Streetaddressonly-P.O.BoxNOTacceptable)**

Chairman: Milton B. Velinsky

Address: 649 U.S. 1, Suite 14  
North Palm Beach, FL 33408

ViceChairman: ---

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

Director: Larry S. Grossman

Address: 1239 Shermer Road  
Northbrook, IL 60062

Director: Jeffrey S. Blumberg

Address: 1239 Shermer Road  
Northbrook, IL 60062

**B.OFFICERS(Streetaddressonly-P.O.BoxNOTacceptable)**

President: Jesse J. Rhoden

Address: 649 U.S. 1, Suite 14  
North Palm Beach, FL 33408

VicePresident: -----

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

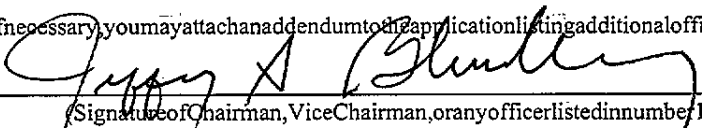
Secretary: Larry S. Grossman

Address: 1239 Shermer Road  
Northbrook, IL 60062

Treasurer: Jeffrey S. Blumberg

Address: 1239 Shermer Road  
Northbrook, IL 60062

**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. Jeffrey S. Blumberg, Treasurer  
(Typed or printed name and capacity of persons signing application)

**ADDITIONAL DIRECTORS**

Director: Curtis R. Erickson

Address: 5661 S.W. Orchid Bay Drive

Palm City, FL 34990

Director: Larry A. Bier

Address: 1239 Shermer Road

Northbrook, IL 60062

Director: R. Dave Garwood

1239 Shermer Road

Northbrook, IL 6062

Director: Jerry Solomon

1239 Shermer Road

Northbrook, IL 60062

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*State of Delaware*  
*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AQUATREND.NET, 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 FIFTEENTH DAY OF MARCH, A.D. 2000.

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

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



  
Edward J. Freel, Secretary of State

3138310 8300

AUTHENTICATION: 0315744

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DATE: 03-15-00