

F000000002542

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: Living Machines, 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", 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:

Dennis S. Rooker

(Name of Person)

Dennis S. Rooker, P.C.

(Firm/Company)

115 S. Pantops Dr., Suite B-1

(Address)

Charlottesville, VA 22911

(City/State/Zip)

00 MAY - 3 PM 3:26  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

MJH

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

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

Debbie Mowbray

(Name of Person)

at ( 804 ) 977-7424

(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

**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. Living Machines, 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. 3/13/2000 5. perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. MAY 1, 2000  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 14 S. Swinton Avenue  
Delray Beach, FL 33444  
(Current mailing address)
8. Any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware, including, but not limited to, the design and building of water treatment machines.  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

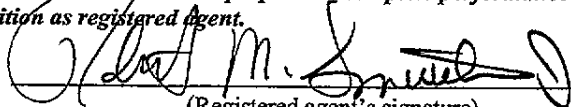
**9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: Robert M. Smither, Jr.

Office Address: 14 S. Swinton Avenue  
Delray Beach, Florida, 33444  
(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)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 MAY -3 PM 3:26

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

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

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

~~Vice Chairman~~ Director: Robert M. Smither, Jr.

Address: 14 S. Swinton Avenue

Delray Beach, FL 33444

Director: Stephen M. Cohen

Address: 14 S. Swinton Avenue

Delray Beach, FL 33444

Director: Edwin M. Freakley

Address: 200 Carter's Grove Lane

Lynchburg, VA 24503

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

President: Edwin M. Freakley

Address: 200 Carter's Grove Lane

Lynchburg, VA 24503

Vice President & Treas: Robert M. Smither, Jr.

Address: 14 S. Swinton Avenue

Delray Beach, FL 33444

Secretary: Stephen M. Cohen

Address: 14 S. Swinton Avenue

Delray Beach, FL 33444

~~Treasurer~~ VP/Asst.Secy: Kim Goodyear

Address: 125 La Posta Road

Taos, NM 87571

**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. ROBERT M. SMITHER, JR - VP/T \_\_\_\_\_

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


*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 "LIVING MACHINES, 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 TWENTIETH DAY OF MARCH, A.D. 2000.



  
Edward J. Freel, Secretary of State

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AUTHENTICATION: 0325881

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DATE: 03-20-00