

FO1000001620

TRANSMITTAL LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: EXACTUS, INC. MJH  
(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:

JERRY PALFENIER 1000003790761--4  
(Name of Person) -03/01/01--01035--002  
EXACTUS, INC \*\*\*\*\*87.50 \*\*\*\*\*87.50  
(Firm/Company)  
20283 STATE RD 7, SUITE 300  
(Address)  
BOCA RATON, FL 33498  
(City/State and Zip code)

For further information concerning this matter, please call:

JERRY PALFENIER at (561) 482-9693  
(Name of Person) (Area Code & Daytime Telephone Number)

01 MAR 23 PM 4:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

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



**FLORIDA DEPARTMENT OF STATE**

**Katherine Harris**  
Secretary of State

March 6, 2001

**JERRY PALFENIER**  
EXACTUS, INCORPORATED  
20283 STATE RD. 7, SUITE 300  
BOCA RATON, FL 33498

**SUBJECT: EXACTUS, INCORPORATED**  
Ref. Number: W00000027941

We have received your document for EXACTUS, INCORPORATED and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

Since you previously submitted your application in November of 2000, stating that the corporation had transacted business in 1997, you must submit an affidavit stating that the information given on the first application for the date first transacted business was incorrect and that the corporation had not transacted business until 2000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges  
Document Specialist

Letter Number: 801A00013663



March 20, 2001

Michelle Hodges  
Document Specialist  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

Dear Ms. Hodges:

I am writing in response to your Letter Number 801A00013663 with the Reference Number of W00000027941 requesting an affidavit stating that the information on the first application for the date we first transacted business was incorrect.

This is to let you know that Exactus, Inc. did not begin conducting business in Florida until the year 2000. I personally moved to Florida in 1997 to take a job with Citibank's Latin America Division, which is why the first application had the 1997 date. This was a mistake on my part. I was on Citibank's payroll until February 2000.

I trust this will clear up the conflicting data.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Jerry Palfenier'.

Jerry Palfenier  
President, Exactus, Inc.

**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. EXACTUS, 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. CALIFORNIA

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

3.

(FEI number, if applicable)

4. AUGUST 12, 1997

(Date of incorporation)

5.

PERPETUAL

(Duration: Year corp. will cease to exist or "perpetual")

6. FEBRUARY 2000

(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. 20283 STATE ROAD 7, SUITE 300 BOCA RATON, FL 33498

(Principal office address)

SAME

(Current mailing address)

8. BUSINESS OFFICE

(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: JERRY PALFENIER

Office Address: 21669 FALL RIVER DR

BOCA RATON

(City)

, Florida 33428

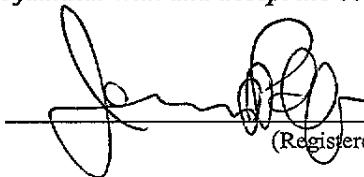
(Zip code)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

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: JERRY PALFENIER

Address: 21669 FALL RIVER DR  
BOCA RATON FL 33428

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

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

Director: DAVID PALFENIER

Address: RUA SANHARO 530  
05611-060 SAO PAULO SP BRAZIL

Director: RON PALFENIER

Address: 18022 CHICKADEE DR  
OREGON CITY, OR 97045

B. OFFICERS

President: JERRY PALFENIER

Address: SAME AS ABOVE

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

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

Secretary: RON PALFENIER

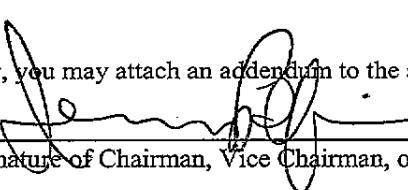
Address: SAME AS ABOVE

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

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

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

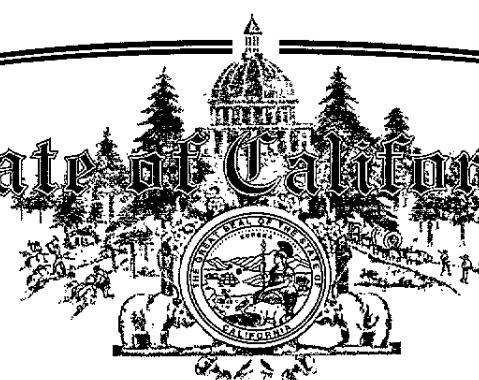
13. \_\_\_\_\_

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

14. JERRY PALFENIER - PRESIDENT

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

# State of California



## SECRETARY OF STATE

### CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the **12TH of AUGUST, 1997**, **EXACTUS, INC.** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of **FEBRUARY 22, 2001**.



BILL JONES  
Secretary of State