

FOI 000002259

4

TRANSMITTAL LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: ELEMENTS GROUP, INC.  
(Name of corporation - must include suffix)

800004065588--0  
-04/25/01--01011--001  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

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 CALDWELL  
(Name of Person)

ELEMENTS GROUP, INC  
(Firm/Company)

PO BOX 2173  
(Address)

NEW YORK, NY 10101-2173  
(City/State and Zip code)

For further information concerning this matter, please call:

DENNIS CALDWELL at (646) 263-3593  
(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

REGISTRATION STATE  
TALLAHASSEE, FLORIDA  
01 APR 24 PM 8:55

FILED

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

mnt  
4/30

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. ELEMENTS GROUP, 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. 31-1728582

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

(FEI number, if applicable)

4. APRIL 6, 2000 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. 754 PALM SPRINGS Circle, INDIAN HARBOR, FL 32936

(Principal office address)

PO BOX 2173, NEW YORK, NY 10101-2173

(Current mailing address)

8. Establish Principal Business office for Administrative duties AND OFFICE FOR PRESIDENT/CEO.

(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: LOUELLA TAYLOR

Office Address: 754 PALM SPRINGS CIRCLE

Indian Harbor, Florida 32936

(City)

(Zip code)

FILED 01 APR 24 5 55 PM '01

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.

LoUElla Taylor April 21, 2001 (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: DENNIS CALDWELL

Address: 754 Palm Springs Circle  
Indian Harbor, FL 32936

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

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

Director: DENNIS CALDWELL

Address: 754 PALM SPRINGS CIRCLE  
INDIAN HARBOR, FL 32936.

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

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

B. OFFICERS

President: DENNIS CALDWELL

Address: 754 PALM SPRING CIRCLE  
INDIAN HARBOR FL 32936

Vice President: MARK VELCO

Address: 754 PALM SPRING CIRCLE  
INDIAN HARBOR, FL 32936

Secretary: DENNIS CALDWELL

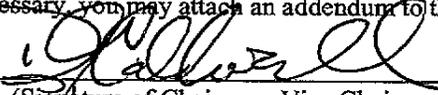
Address: 754 PALM SPRINGS CIRCLE, INDIAN HARBOR, FL

Treasurer: DENNIS CALDWELL

Address: 754 PALM SPRINGS, CIRCLE, INDIAN HARBOR, FL

FILED  
01 APR 24 PM 8:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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. DENNIS CALDWELL, CHAIRMAN/PRESIDENT/CEO  
(Typed or printed name and capacity of person signing application)

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ELEMENTS GROUP, 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 SIXTH DAY OF APRIL, A.D. 2001.

FILED  
01 APR 24 PM 8:55  
SECRETARY OF STATE  
TALLMAGE BUILDING  
DOVER, DELAWARE



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1067568

3278462 8300

010169374

DATE: 04-06-01