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FAX NO.

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Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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To:

Division of Corporations
Fax Number : (850)205-0383

From:

Account Name : NATIONAL CORPORATE RESEARCH, LTD.
Account Number : I200000000088
Phone : (800)221-0102
Fax Number : (212)564-6083

AL

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 MAY 18 PM 12:34

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 MAY 18 AM 7:08

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FOREIGN PROFIT QUALIFICATION

ERGORESEARCH USA INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

Fax Audit# (H01000067017 3)

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. ERGORESEARCH USA 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

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

3. APPLIED FOR

(FEI number, if applicable)

4. MAY 7, 2001

(Date of incorporation)

5. PERPETUAL EXISTENCE

(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. _____

(Principal office address)

1751 RICHARDSON, SUITE 3418, MONTREAL QC (CANADA) H3K 1G6

(Current mailing address)

8. FOOT ORTHOTICS COMPANY

(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: NATIONAL CORPORATE RESEARCH, LTD., INC.

Office Address: 1406 HAYS STREET, SUITE #2

TALLAHASSEE

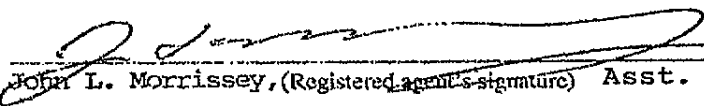
(City)

Florida 32301

(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.


John L. Morrissey, (Registered agent's signature) Asst. Vice Pres.

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.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: ALAIN LAFERRIERE

Address: 3475 DE LA MONTAGNE, APT 425
MONTREAL, QC (CANADA) H3G 2A4

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

B. OFFICERS

President: ALAIN LAFERRIERE

Address: 3475 DE LA MONTAGNE, APT 425
MONTREAL, QC (CANADA) H3G 2A4

Vice President:

Address:

Secretary:

Address:

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. ALAIN LAFERRIERE, PRESIDENT

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

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TALLAHASSEE, FLORIDA

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State of Delaware

Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ERGO RESEARCH USA 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 SEVENTEENTH DAY OF MAY, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ERGO RESEARCH USA INC." WAS INCORPORATED ON THE SEVENTH DAY OF MAY, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1139723

010238384

DATE: 05-17-01

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