

TRANSMITTAL LETTER

BEHIND S

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

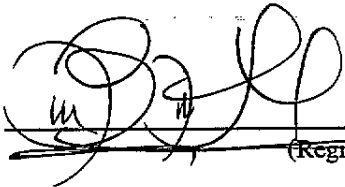
IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

- ✓ 1. R.S. Industries II, 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. NEW YORK 3. 58-2447869
(State or country under the law of which it is incorporated) (FBI number, if applicable)
4. 23 FEBRUARY 1999 5. TAX ID NO 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. 6055 TREEHOUSE LANE MONTICELLO FL. 32953
(Principal office address)
SAME
(Current mailing address)
8. MANUFACTURING Point of Purchase Displays
(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: REYNOLDO SANCHEZ, Jr
Office Address: 6055 TREEHOUSE LANE
MONTICELLO, Florida 32953
(City) (Zip code)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JUN 22 AM 8:30

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: REYNERIO SANCHEZ, JR.

Address: 6055 TREEHOUSE LANE

Manitowish Island, FL 32953

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]

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

14. REYNERIO SANCHEZ, JR.

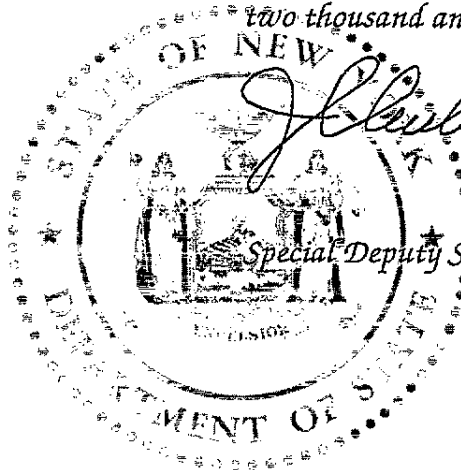
(Typed or printed name and capacity of person signing application)

State of New York } **ss:**
Department of State

I hereby certify, that the Certificate of Incorporation of R.S. INDUSTRIES II, INC. was filed on 02/23/1999, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

The Biennial Statement is past due.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 19th day of June
two thousand and one.



Special Deputy Secretary of State

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