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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 : HODGSON RUSS LLP

Account Number : 072720000242

Phone : (561) 394-0500

Fax Number : (561) 394-3862

FOREIGN PROFIT QUALIFICATION

Make Pro USA, Inc.

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

**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. Make Pro 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. 13-4187246

(FEI number, if applicable)

4. August 16, 2001

(Date of incorporation)

5. Perpetual

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

6. Upon Qualification

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 200 West 57th Street, Suite 403

New York, NY 10019

(Current mailing address)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
OCT -8

8. Marketing Sponsorships

(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: HRAWG Corp.

Office Address: 1801 N. Military Trail, Suite 200

Boca Raton

Florida, 33431

(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.

Larry Corman, President

Larry Corman
(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)

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

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Bruce E. MoranAddress: 44 Buxton RoadChatham, NJ 07928Director: Carolyn SpechtAddress: 200 West 57th Street, Suite 403New York, NY 10019**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**President: Bruce E. MoranAddress: 44 Buxton RoadChatham, NJ 07928Vice President: Carolyn SpechtAddress: 200 West 57th Street, Suite 403New York, NY 10019Secretary: Carolyn SpechtAddress: 200 West 57th Street, Suite 403New York, NY 10019Treasurer: Carolyn SpechtAddress: 200 West 57th Street, Suite 403New York, NY 10019**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.13. CS Specht

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

14. Carolyn Specht, Secretary

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

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Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MAKE PRO 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 AUGUST, A.D. 2001.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1300098

DATE: 08-17-01