

FO200 0002290

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 : RUTHERFORD, MULHALL & WARGO, P.A.
Account Number : 075753002301
Phone : (561)241-1600
Fax Number : (561)241-3815

FOREIGN PROFIT QUALIFICATION

AnDeLar, Inc.

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

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TALLAHASSEE, FLORIDA
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**AUTHORIZATION 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. AnDeLar, 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. Wilmington, Delaware
(State or country under the law of which it is incorporated)
3. 02-0579127
(FEI number, if applicable)
4. February 20, 2002
(Date of Incorporation)
5. Perpetual
(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. 225 N.E. Mizner Blvd, Suite 524, Boca Raton, Florida 33432
(Principal office address)

225 N.E. Mizner Blvd, Suite 524, Boca Raton, Florida 33432
(Current mailing address)
8. Trading of equities
(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:**
Rutherford Mulhall & Wargo, P.A., 2600 N. Military Trail, 4th Floor, Boca Raton, FL 33431
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: 

Stephen A. Mendelsohn, On behalf of
Rutherford, Mulhall & Wargo, as Registered Agent

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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 address of officers and/or directors:

A. DIRECTORS:

Chairman: Lawrence S. Leibowitz

Address: 225 N.E. Mizner Blvd, Suite 524, Boca Raton, FL 33432

Vice Chairman: DI Sta Ana

Address: 225 N.E. Mizner Blvd, Suite 524, Boca Raton, FL 33432

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS:

President: Lawrence S. Leibowitz

Address: 225 N.E. Mizner Blvd, Suite 524, Boca Raton, FL 33432

Vice President: _____

Address: _____

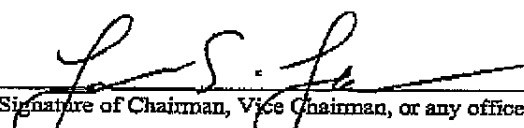
Secretary: DI Sta Ana

Address: 225 N.E. Mizner Blvd, Suite 524, Boca Raton, FL 33432

Treasurer: DI Sta Ana

Address: 225 N.E. Mizner Blvd, Suite 524, Boca Raton, FL 33432

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 this application)

14. Lawrence S. Leibowitz, President
(Typed or printed name and capacity of person signing application)

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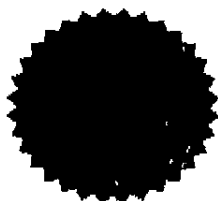
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ANDELAR, 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 ELEVENTH DAY OF MARCH, A.D. 2002.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1658563

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DATE: 03-11-02

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TOTAL P.05