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FOREIGN PROFIT QUALIFICATION

HILLSBORO BEACH CORP.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 24, 2002

CORPORATE & CRIMINAL RESEARCH SERVICES

SUBJECT: HILLSBORO BEACH CORP.
REF: W02000021423

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Diane Cushing
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(551) 7-19-02 15:45/57 15:43/NO 4863333524 P 6

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. HILLSBORO BEACH CORP.
(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
(FEL number, if applicable)
4. JULY 17, 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.)
c/o CORPORATE SERVICE BUREAU, INC.
15 E. NORTH STREET, DOVER, DELAWARE
7. c/o Michael Samuel
280 East Boca Raton Road, Boca Raton, FL 33432
(Principal office address)
(Current mailing address)
8. Managing Member of a limited liability 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: CorpDirect Agents, Inc.
Office Address: 103 N. Meridian Street
Tallahassee Florida 32301
(City) (Zip code)

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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.

Cynthia A. Hicks
(Registered agent's signature)

By: Cynthia A. Hicks, for CorpDirect Agents, Inc.

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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2. Name and business addresses of officers and/or directors:

A. DIRECTORSChairman: MICHAEL SAMUELAddress: c/o KIVI SOUTH, LLC
SEABOARD HOTEL
HILLSBORO BEACH, FLORIDA 33062

Vice Chairman:

Address:

Director: JOHN JOSEPH QUINNAddress: 17 HOLLOW WAYCLYDE CRVE, NEW YORK 11542Director: ANTHONY RECORAAddress: 1159 HILLSBORO MILE
HILLSBORO BEACH, FL 33062**B. OFFICERS**President: MICHAEL SAMUELAddress: c/o KIVI SOUTH, LLC
SEABOARD HOTEL, HILLSBORO BEACH, FLORIDA 33062

Vice President:

Address:

Secretary: MICHAEL SAMUELAddress: c/o KIVI SOUTH, LLC, SEABOARD HOTEL, HILLSBORO BEACH, FL 33062Treasurer: MICHAEL SAMUELAddress: c/o KIVI SOUTH, LLC, SEABOARD HOTEL, HILLSBORO BEACH, FL 33062

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.

MICHAEL SAMUEL, PRESIDENT

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

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CITYWIDE SOUTH GROUP

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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HILLSBORO BEACH CORP." 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 TWENTY-SECOND DAY OF JULY, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "HILLSBORO BEACH CORP." WAS INCORPORATED ON THE SEVENTEENTH DAY OF JULY, A.D. 2002.

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



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1895540

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DATE: 07-22-02