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Florida Department of State
Division of Corporations
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To:

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

From:

Account Name : NATIONAL CORPORATE RESEARCH, LTD.
Account Number : I20000000088
Phone : (800) 221-0102
Fax Number : (212) 564-6083

FOREIGN PROFIT QUALIFICATION

Sheffield Associates Inc.

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

RECEIVED
02 OCT 25 PM 1:44
DIVISION OF CORPORATION

02 OCT 25 PM 3:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

JP 10-25-02

(H02000217828,1)

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. Sheffield Associates 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. 06-1650784
(FEI number, if applicable)
4. September 23, 2002
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon filing of Application for Authorization to Transact Business
(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. 222 Lakeview Avenue, Suite 160-270, West Palm Beach, Florida 33401
(Principal office address)
222 Lakeview Avenue, Suite 160-270, West Palm Beach, Florida 33401
(Current mailing address)
8. Consulting Services
(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: J. Maurice Herman
Office Address: c/o the Corporation 222 Lakeview Av
Suite 160-270, West Palm Beach, Florida 33401
(City) (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.

J. Maurice Herman

(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.

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

A. DIRECTORS

Chairman: J. Maurice Herman

Address: c/o Sheffield Associates Inc., 222 Lakeview Avenue, Suite 160-270
West Palm Beach, FL 33401

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: J. Maurice Herman

Address: c/o Sheffield Associates Inc., 222 Lakeview Avenue, Suite 160-270
West Palm Beach, FL 33401

Vice President: _____

Address: _____

Secretary: J. Maurice Herman

Address: c/o Sheffield Associates Inc., 222 Lakeview Avenue, Suite 160-270, W. Palm Beach

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. J. Maurice Herman, President and Secretary

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

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SECRETARY OF
FALL/HARVEST
TALL

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Delaware

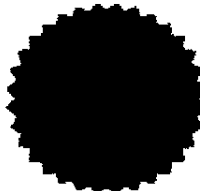
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SHEFFIELD ASSOCIATES 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 TWENTY-FIFTH DAY OF OCTOBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SHEFFIELD ASSOCIATES INC." WAS INCORPORATED ON THE TWENTY-THIRD DAY OF SEPTEMBER, A.D. 2002.

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3571792 8300

AUTHENTICATION: 2054081

020660411

DATE: 10-25-02