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DIVISION OF CORPORATIONS

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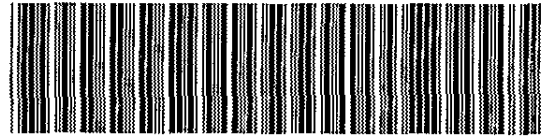
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(Business Entity Name)

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TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE

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AL

CORPDIRECT AGENTS, INC. (formerly CCRS)
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

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FILING COVER SHEET
ACCT. #FCA-14

CONTACT:

Pam

DATE:

10/31/02

REF. #:

0852 10122

CORP. NAME:

XXCAL INC

- | | | |
|---|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input checked="" type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |
| <input type="checkbox"/> OTHER: _____ | | |

STATE FEES PREPAID WITH CHECK# 503524 FOR \$ 9625

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ _____

PLEASE RETURN:

☒ Need 3
☐ CERTIFIED COPY
☐ CERTIFICATE OF STATUS

☐ CERTIFICATE OF GOOD STANDING

☐ PLAIN STAMPED COPY



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

October 21, 2002

CORPORATE & CRIMINAL RESEARCH SERVICES

SUBJECT: XXCAL, INC
REF: W02000030288

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.

Agnes
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abandoned
by you
on
10/30/02

We have received your electronically transmitted document. However, the document was submitted under the wrong electronic filing type and cannot be processed by this office.

To proceed, you must abandon this filing and resubmit your filing under the appropriate electronic filing type.

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Document Specialist

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PLEASE GIVE ORIGINAL SUBMISSION
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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: XXCAL, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

LLOYD BLONDER

(Name of Person)

XXCAL, INC.

(Firm/Company)

5730 Buckingham Parkway

(Address)

Culver City CA 90230

(City/State and Zip code)

For further information concerning this matter, please call:

LLOYD BLONDER

(Name of Person)

at (818) 591-0776

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☒ \$78.75 Filing Fee & Certified Copy ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

SECRETARY OF STATE
DIVISION OF CORPORATIONS

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED FOR
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA. OCT 29 PM 1:54

1. XXCAL, 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. CALIFORNIA 3. 95-3112285
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 4/1/77 5. 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. 5730 Buckingham Parkway Culver City CA 90230
(Principal office address)

5730 Buckingham Parkway Culver City CA 90230
(Current mailing address)

8. CONTRACT AND PERMANENT EMPLOYMENT STAFFING.
(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: National Corporate Research, Ltd., Inc.

Office Address: 103 North Meridian Street

Tallahassee, Florida 32301
(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.

National Corporate Research, Ltd., Inc.
By: [Signature] A. P. Polizzi, Asst. Vice President
(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:

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A. DIRECTORS

Chairman: MARVIN HOFFMAN

Address: 5730 Buckingham Parkway

Culver City Ca. 90230

Vice Chairman: BILL SCHONEMAN

Address: 5730 Buckingham Parkway

Culver City Ca. 90230

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: MARVIN HOFFMAN

Address: 5730 Buckingham Parkway

Culver City Ca. 90230

Vice President: BILL SCHONEMAN

Address: 5730 Buckingham Parkway

Culver City Ca. 90230

Secretary: LLOYD BLONDER

Address: 5730 Buckingham Parkway

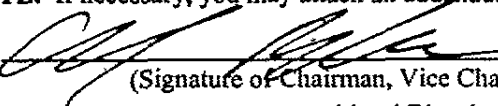
Culver City Ca. 90230

Treasurer: LLOYD BLONDER

Address: 5730 Buckingham Parkway

Culver City Ca. 90230

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. Lloyd Blonder Secretary & CFO

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

State of California

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SECRETARY OF STATE
CERTIFICATE OF STATUS
DOMESTIC CORPORATION

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the **1ST day of APRIL, 1977, XXCAL, INC.** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

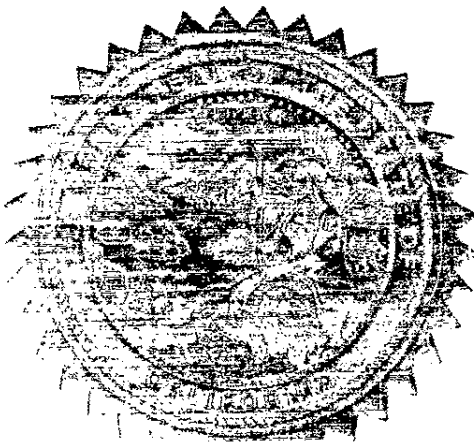
That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal
of the State of California this day
of **October 17, 2002.**



Bill Jones
BILL JONES
Secretary of State