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

From: Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
Fax Number : (305) 633-9696

## FOREIGN PROFIT QUALIFICATION

cafarelli & co.

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Certificate of Status	0
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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSMIT BUSINESS IN FLORIDA**

6

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSMIT BUSINESS IN THE STATE OF FLORIDA:**

CAFARELLI & CO.

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1. CAFARELLI & CO.  
(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 as presented)

DELAWARE

95-4554289

2. DELAWARE  
(State or country under the law of which it is incorporated)

3. 95-4554289  
(FEI number, if applicable)

4. 10-31-05  
(Date of incorporation)

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

6. 11-01-02  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.101, F.S.))

7. 320 SAN LORENZO AVENUE, #1320

33146

CORAL GABLES, FLORIDA  
(Current mailing address)

**TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY**

8. TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. **Name and street address of Florida registered agent:**

Name: LICENSING ASSOCIATES, INC.

Office Address: 6800 S.W. 40 STREET, #132

MIAMI

Florida

33155

(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.*

*[Handwritten Signature]*  
(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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: JAMES G. CAFARELLI  
 Address: 320 SAN LORENZO AVENUE, #1320  
CORAL GABLES, FLORIDA 33146

Vice Chairman: \_\_\_\_\_  
 Address: \_\_\_\_\_

Director: \_\_\_\_\_  
 Address: \_\_\_\_\_

Director: \_\_\_\_\_  
 Address: \_\_\_\_\_

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B. OFFICERS


President: JAMES G. CAFARELLI  
 Address: 320 SAN LORENZO AVENUE, #1320  
CORAL GABLES, FLORIDA 33146

Vice President: \_\_\_\_\_  
 Address: \_\_\_\_\_

Secretary: \_\_\_\_\_  
 Address: \_\_\_\_\_

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)  
JAMES G. CAFARELLI

14. \_\_\_\_\_  
 (Typed or printed name and capacity of person signing application)

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# Delaware

The First State

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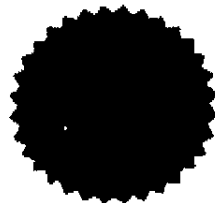
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CAFARELLI & CO." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SEOW, AS OF THE FOURTEENTH DAY OF NOVEMBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CAFARELLI & CO." WAS INCORPORATED ON THE THIRTY-FIRST DAY OF OCTOBER, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2090222

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DATE: 11-14-02

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