

Division of Corporations

Page 1 of 2

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Florida Department of State
Division of Corporations
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To:

Division of Corporations

Fax Number : (850)205-0383 *NSP*

From:

Account Name : CORPORATION SERVICE COMPANY

Account Number : I20000000195

Phone : (850)521-1000

Fax Number : (850)521-1030

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TALLAHASSEE, FLORIDA
STATE

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DIVISION OF CORPORATIONS

FOREIGN PROFIT QUALIFICATION

SINOFRESH HEALTHCARE, INC.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

**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. SinoFresh HealthCare, 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 3. 16-1632784
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. October 15, 2002 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. 313 S. Seaboard Ave., Venice FL 34292
(Principal office address)
- 313 S. Seaboard Ave., Venice FL 34292
(Current mailing address)
8. Development and distribution of health care products.
(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: Corporation Service Company
- Office Address: 1201 Hays 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.

Corporation Service Company

Carole Harlan Carole Harlan, Authorized Representative
(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:

A. DIRECTORS

Chairman: Dave OttoAddress: SinoFresh HealthCare, Inc.
313 S. Seaboard Ave.
Venice FL 34292

Vice Chairman: _____

Address: _____

Director: Doug Forde
313 S. Seaboard Ave.
Address: Venice FL 34292Director: Andrew Badolato
313 S. Seaboard Ave.
Address: Venice FL 34292

B. OFFICERS

President: Andrew BadolatoAddress: 313 S. Seaboard Ave.
Venice FL 34292Vice President/CFO Doug Forde
SinoFresh HealthCare, Inc.
Address: 313 S. Seaboard Ave.
Venice FL 34292Secretary: Thomas G. Amon
Sokolow, Dunsud, Mercadier & Carreras LLP
Address: 770 Lexington Ave. 6th Floor 770 New York, NY 10021Vice President: Reno Rolfe 313 S. Seaboard Ave. Venice FL 34292Vice President: Ken Feldman 313 S. Seaboard Ave. Venice FL 34292

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Andrew Badolato
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)14. Andrew Badolato
(Typed or printed name and capacity of person signing application)

Delaware

PAGE 1

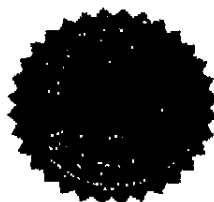
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SINOFRESH HEALTHCARE, 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 SIXTH DAY OF DECEMBER, A.D. 2002.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SINOFRESH HEALTHCARE, INC." WAS INCORPORATED ON THE FIFTEENTH DAY OF OCTOBER, A.D. 2002.

FILED
02 DEC 10 14:35
TALLAHASSEE
SECRETARY OF STATE
OFFICE



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2128367

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DATE: 12-06-02