

Division of Corporations

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

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Account Name : EDWARDS & ANGELL
Account Number : 075410001517
Phone : (561) 833-7700
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DIVISION OF CORPORATION

FOREIGN PROFIT QUALIFICATION

HC (USA), INC.

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$87.50

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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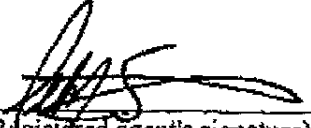
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

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. HC (USA), 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. Applied for
(FEI number, if applicable)
4. November 27, 2002
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon filing.
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 1515 S. Federal Highway, Suite 401, Boca Raton, Florida 33432
(Current mailing address)
8. To engage in any lawful act or activity for which corporations may be organized.
(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: Angell Corporate Services, Inc. *993000078027*
Office Address: One North Clematis St., #400
West Palm Beach, Florida 33401
(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.

ANGELL CORPORATE SERVICES, INC.


(Registered agent's signature)
Peter J. Sheptak, Vice President

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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 addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable) Chairman: Address:

Director: Sandra Cowan

Address: 67 Kingsway Crescent, Etobicoke, Ontario, M8X 2R5, Canada

Director: Gilbert Palter

Address: 42 Barrydale Crescent, Don Mills, Ontario, M3B 3E2, Canada

Director: Steve Hudson

Address: 300 Bay Street, Suite 700, Toronto, Ontario, M5H 2F9

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

Chief Executive Officer: Steve Hudson

Address: 300 Bay Street, Suite 700, Toronto, Ontario, M5H 2F9

Vice President: _____

Address: _____

Secretary Sandra Cowan

Address: 67 Kingsway Crescent, Etobicoke, Ontario, M8X 2R5, Canada

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. Sandra Cowan - Secretary

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

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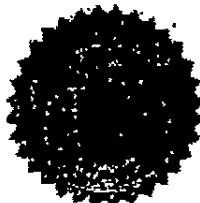
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HC (USA), 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-SEVENTH DAY OF NOVEMBER, 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

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AUTHENTICATION: 2116363

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DATE: 11-27-02