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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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MAIL

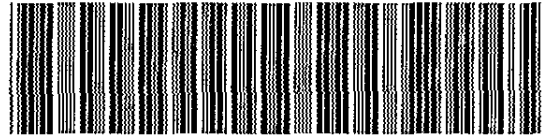
(Business Entity Name)

(Document Number)

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03 FEB 26 PM 1:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Handwritten signature*



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 938976 5170927

AUTHORIZATION :

COST LIMIT : \$ 70.00

03 FEB 26 PM 1:51  
FILED  
TALLAHASSEE, FLORIDA

ORDER DATE : February 21, 2003

ORDER TIME : 3:09 PM

ORDER NO. : 938976-005

CUSTOMER NO: 5170927

CUSTOMER: Emmanuel Jagle  
Jade Consulting, Inc.  
Apt. 4a  
140 W. 71st Street  
New York, NY 10023

FOREIGN FILINGS

NAME: JADE CONSULTING, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Ginger Simmons -- EXT# 1139

EXAMINER: \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

February 27, 2003

GINGER SIMMONS  
CSC  
TALLAHASSEE, FL

SUBJECT: JADE CONSULTING, INC.  
Ref. Number: W03000005730

**RESUBMIT**  
Please give original  
submission date as file date.

FILED  
03 FEB 26 PM 11:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for JADE CONSULTING, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr  
Corporate Specialist

Letter Number: 403A00012707

03 APR -2 AM 11:41  
DIVISION OF CORPORATIONS  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

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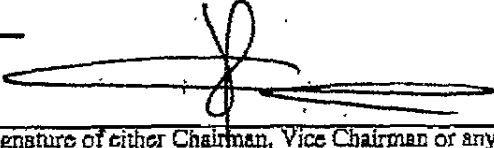
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SECRET  
TALLAHASSEE, FLORIDA

## RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned EMMANUEL JAEGLE, do hereby certify  
(Name)that this Resolution of the Board of Directors of JADE CONSULTING, INC.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of DELAWARE  
was duly adopted on March 13, 2003Be it resolved, that JADE CONSULTING, INC.  
(Corporate Name)organized and existing in the State of DELAWARE, hereby adopts the name  
JADE ASSOCIATES, INC. for use in Florida.Dated: 03/24/03  
Signature of either Chairman, Vice Chairman or any officerEMMANUEL JAEGLE, PRESIDENT  
Type or print nameMake checks payable to Florida Department of State and mail to:  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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. JADE CONSULTING, 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. 13-4110269

(FEI number, if applicable)

4. 03/17/2000

(Date of incorporation)

5. PERPETUAL

(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. 245 PARK AVE - 24<sup>th</sup> FLOOR NEW YORK, NY 10167

(Principal office address)

1111 BRICKELL AVE - 11<sup>th</sup> FLOOR MIAMI, FL 33131

(Current mailing address)

8. RENDERING ACCOUNTING & TAX CONSULTING SERVICES TO FLORIDA RESIDENTS  
(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

(City)

, Florida 32301

(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

Patricia Pizzuto  
as its agent

(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: N/A  
Address: \_\_\_\_\_

Vice Chairman: N/A  
Address: \_\_\_\_\_

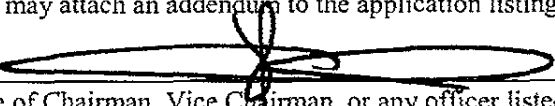
Director: EMMANUEL JAEGLE  
Address: 140 WEST 71<sup>ST</sup> STREET #4A  
NEW YORK, NY 10023  
Director: NATHALIE KNOBLOCH  
Address: 140 WEST 71<sup>ST</sup> STREET #4A  
NEW YORK, NY 10023

B. OFFICERS

President: EMMANUEL JAEGLE  
Address: 140 WEST 71<sup>ST</sup> STREET #4A  
NEW YORK, NY 10023  
Vice President: N/A  
Address: \_\_\_\_\_

Secretary: NATHALIE KNOBLOCH  
Address: 140 WEST 71<sup>ST</sup> STREET #4A - NEW YORK, NY 10023  
Treasurer: EMMANUEL JAEGLE  
Address: 140 WEST 71<sup>ST</sup> STREET #4A - NEW YORK, NY 10023

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. EMMANUEL JAEGLE, PRESIDENT  
(Typed or printed name and capacity of person signing application)

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STATE  
TALLAHASSEE, FLORIDA

# Delaware

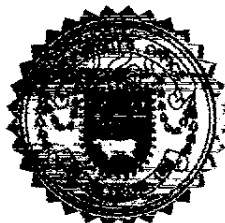
PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "JADE CONSULTING, INC." IS LEGALLY 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-FIRST DAY OF FEBRUARY, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "JADE CONSULTING, INC." WAS INCORPORATED ON THE SEVENTEENTH DAY OF MARCH, A.D. 2000.

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



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3196153 8300

AUTHENTICATION: 2268325

030112714

DATE: 02-21-03