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FOREIGN PROFIT QUALIFICATION

TND ENTERTAINMENT, INC.

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$87.50

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Department of State 4/25/2003 8:28 PAGE 1/1 RightFAX

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 25, 2003

CORPORATE & CRIMINAL RESEARCH SERVICES

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SUBJECT: TND ENTERTAINMENT, INC.
REF: WD3000011810

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The entity's date of incorporation/organization must be listed in the document.

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

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SECRETARY OF STATE
OFFICE OF THE SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 APR 26 AM 9:39

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

**IN COMPLIANCE WITH SECTION 607.1501, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.**

1. TND Entertainment, 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. Nevada

3. n/a

(File number, if applicable)

4. July 10, 2001

(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 617.155, F.S.)

7. 3010 W. Charleston Boulevard, Suite 100, Las Vegas, Nevada 89102

(Principal office address)

2512 Windwood Lane, Orange Park, Florida 32083

(Current mailing address)

8. For any lawful purpose or purposes within the meaning of the provisions of the FECA.

(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: **Nicola Pascon**

Office Address: **2512 Windwood Lane**

Orange Park

(City)

Florida 32083

(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 assent therewith and accept the obligations of my position as registered agent.

Nicola Pascon

(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. Name and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Stephanie D. PeguesAddress: 2217 Avery Drive, Las Vegas, Nevada 89108

Director: _____

Address: _____

B. OFFICERS

President: Nicole PearceAddress: 2512 Windwood LaneOrange Park, Florida 32063

Vice President: _____

Address: _____

Secretary: Kim FlowersAddress: 3750 Tranquil Canyon Ct., Las Vegas, Nevada 89147Treasurer: Stephanie D. PeguesAddress: 2217 Avery Drive, Las Vegas, Nevada 89108

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

13. Stephanie D. Pegues
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)14. Stephanie D. Pegues, Director and Treasurer
(Typed or printed name and capacity of person signing application)RECEIVED
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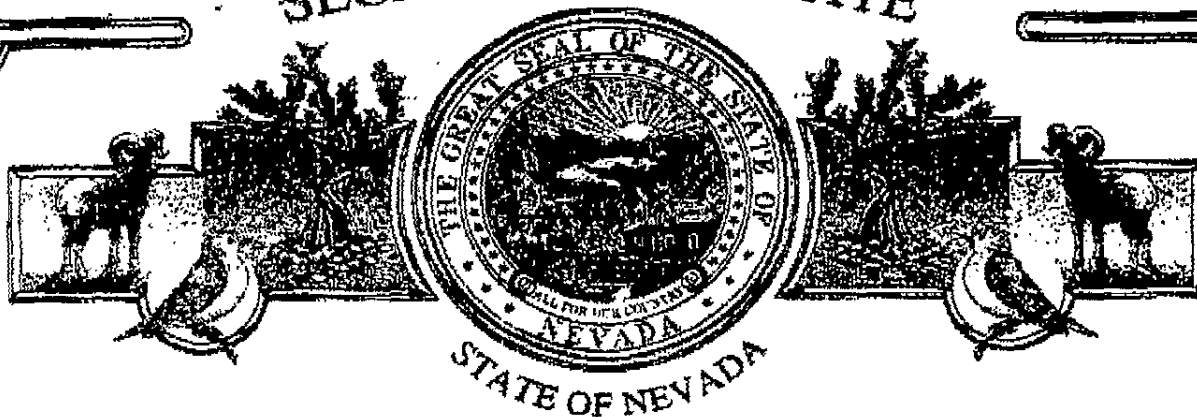
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SECRETARY OF STATE

CERTIFICATE OF EXISTENCE
WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, TND ENTERTAINMENT, INC., as a corporation duly organized under the laws of NEVADA and existing under and by virtue of the laws of the State of Nevada since July 10, 2001, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed the Great Seal of State, at my office, in
Carson City, Nevada, on April 24, 2003.



DEAN HELLER
Secretary of State

By

Certification Clerk

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