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Florida Department of State
Division of Corporations
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DIVISION OF CORPORATION

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Highline Financial Corp.

Certificate of Status	0
Certified Copy	1
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JB
5-6-03

**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. HIGHLINE FINANCIAL CORP.

(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. 20-0008864

(FEI number, if applicable)

4. 4/30/03

(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. 2700 N. MILITARY TRAIL, STE. 100, BOCA RATON, FLORIDA 33431

(Principal office address)

2700 N. MILITARY TRAIL, STE. 100, BOCA RATON, FLORIDA 33431

(Current mailing address)

8. GENERAL BUSINESS ACTIVITIES

(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: **PAUL MICHELIN**

Office Address: **2700 N. MILITARY TRAIL, STE. 100**

BOCA RATON

(City)

Florida 33431

(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.



(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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: PAUL MICHELIN

Address: 2700 N. MILITARY TRAIL, STE. 100, BOCA RATON, FL., 33431

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

B. OFFICERS

President: PAUL MICHELIN

Address: 2700 N. MILITARY TRAIL, STE. 100, BOCA RATON, FL., 33431

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

14. PAUL MICHELIN - Chairman

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Delaware

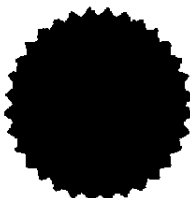
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HIGHLINE FINANCIAL CORP." 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 SECOND DAY OF MAY, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "HIGHLINE FINANCIAL CORP." WAS INCORPORATED ON THE THIRTIETH DAY OF APRIL, A.D. 2003.

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

3646928 8300

AUTHENTICATION: 2396882

030285825

DATE: 05-02-03