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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN AUG 28 2003

DOOLEY & DRAKE, P.A.

ATTORNEYS AT LAW

WILLIAM A. DOOLEY*
J. KEVIN DRAKE
CHRISTOPHER C. MORRISON
ANTHONY B. LEWIS †
JOHN K. SHAMSEY

*CERTIFIED MEDIATOR
† ADMITTED IN ILLINOIS

1432 FIRST STREET
SARASOTA, FLORIDA 34236

TELEPHONE (941) 954-7750
FACSIMILE (941) 951-1509

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

August 21, 2003

Division of Corporations
Registration Section
P. O. Box 6327
Tallahassee, Florida 32314

Re: The S. Callan Company, Inc.

Dear Sir or Madam:

Enclosed for filing please find Application by Foreign Corporation for Authorization to Transact Business in Florida, together with a check in the amount of \$70.00 which represents your filing fee.

Also enclosed please find a Certificate of Status from the State of California.

Please feel free to give us a call with any questions or comments you may have.

Sincerely yours,


WILLIAM A. DOOLEY
Signed in his absence to avoid delay

WAD/bjp
Enc.
Cc: Kelly Vanek

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: The S. Callan Company, Inc.
(Name of corporation - must include suffix)

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Kelly Vanek
(Name of Person)
The S. Callan Company, Inc.
(Firm/Company)
14671 Sunset Blvd. #1523
(Address)
Hollywood, CA 90028
(City/State and Zip code)

For further information concerning this matter, please call:

Kelly Vanek at (323) 467-3284 x.107
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

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. The S. Callan Company, 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. CA 3. 95-4426297
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 5/28/93 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 §17.155, F.S.)

7. 1671 Sunset Blvd. #1523 Hollywood, CA 90028
(Principal office address)

1671 Sunset Blvd. #1523 Hollywood, CA 90028
(Current mailing address)

8. Advertising
(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)

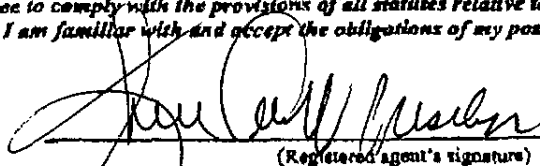
Name: Sheri Calinoff

Office Address: 11693 Main St, Ste A

Sarasota Florida 34236
(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.


(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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TALLAHASSEE, FLORIDA
OFFICE OF CORPORATIONS

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Sheri E. Calinoff

Address: 16671 Sunset Blvd, #1523
Hollywood, CA 90028

Vice Chairman: Sheri E. Calinoff

Address: 16671 Sunset Blvd, #1523
Hollywood, CA 90028

Director: Sheri E. Calinoff

Address: 16671 Sunset Blvd #1523
Hollywood, CA 90028

Director: Sheri E. Calinoff

Address: 16671 Sunset Blvd #1523
Hollywood, CA 90028

B. OFFICERS

President: Sheri E. Calinoff

Address: 16671 Sunset Blvd #1523
Hollywood, CA 90028

Vice President: Sheri E. Calinoff

Address: 16671 Sunset Blvd #1523
Hollywood, CA 90028

Secretary: Sheri E. Calinoff

Address: 16671 Sunset Blvd #1523 Hollywood, CA 90028

Treasurer: Sheri E. Calinoff

Address: 16671 Sunset Blvd #1523 Hollywood, CA 90028

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. Sheri E. Calinoff
(Typed or printed name and capacity of person signing application)

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

State of California

SECRETARY OF STATE CERTIFICATE OF STATUS DOMESTIC CORPORATION

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

I, KEVIN SHELLEY, Secretary of State of the State of California, hereby certify:

That on the **28th day of May, 1993**, **THE S. CALLAN COMPANY, INC.** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

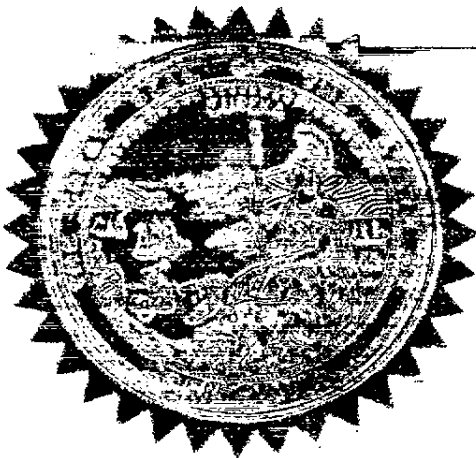
That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of August 15, 2003.



Kevin Shelley
KEVIN SHELLEY
Secretary of State