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(City/State/Zip/Phone #)

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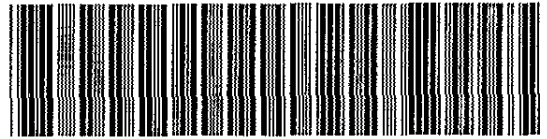
(Business Entity Name)

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TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 0721000000032
REFERENCE : 392442 7411365
AUTHORIZATION : *Patricia Pijute*
COST LIMIT : \$ 78.75

FILED
04 JAN 16 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : January 12, 2004
ORDER TIME : 9:35 AM
ORDER NO. : 392442-005
CUSTOMER NO: 7411365
CUSTOMER: Mr. Peter C. Spinella
Mr. Peter C. Spinella
13601 Parkcrest Blvd.
Apt 1328
Ft. Myers, FL 33912

FOREIGN FILINGS

NAME: NEPTUNES VENTURES, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 2956

EXAMINER: _____

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. NEPTUNES VENTURES, INC.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. DELAWARE

(State or country under the law of which it is incorporated)

3. APPLIED FOR

(FEI number, if applicable)

4. DECEMBER 10, 2003

(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. 13601 PARKCREST BOULEVARD, APT. 1328, FORT MYERS, FL 33912

(Principal office address)

13601 PARKCREST BOULEVARD APT. 1328, FORT MYERS, FL 33912

(Current mailing address)

8. ANY BUSINESS PURPOSE ALLOWED UNDER FLORIDA LAW

(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

(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:

PETER C. SPINELLA, 13601 PARKCREST BLVD., APT. 1328, FORT MYERS, FL 33912

ALLISON J. SPINELLA, 13601 PARKCREST BLVD., APT. 1328, FORT MYERS, FL 33912

A. DIRECTORS

Chairman: PETER C. SPINELLA
Address: 13601 PARKCREST BLVD., APT. 1328, FORT MYERS, FL 33912

Vice Chairman: ALLISON J. SPINELLA
Address: 13601 PARKCREST BLVD., APT. 1328, FORT MYERS, FL 33912

Director: _____
Address: _____

Director: _____
Address: _____

B. OFFICERS

President: PETER C. SPINELLA
Address: 13601 PARKCREST BLVD., APT. 1328, FORT MYERS, FL 33912

Vice President: ALLISON J. SPINELLA
Address: 13601 PARKCREST BLVD., APT. 1328, FORT MYERS, FL 33912

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. *Peter C. Spinella*
(Signature of Director or Officer listed in number 12 of the application)

14. PETER C. SPINELLA, CHAIRMAN
(Typed or printed name and capacity of person signing application)

Delaware

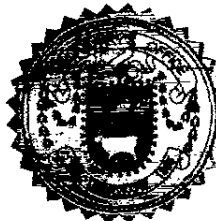
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NEPTUNES VENTURES, 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 TWELFTH DAY OF JANUARY, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "NEPTUNES VENTURES, INC." WAS INCORPORATED ON THE TENTH DAY OF DECEMBER, 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

3737374 8300

AUTHENTICATION: 2864972

040021466

DATE: 01-12-04