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(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

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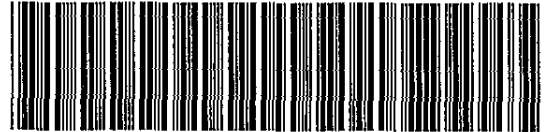
(Business Entity Name)

(Document Number)

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

BK



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 384176 - 7350811

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 78.75

FILED
04 JAN 20 PM 4:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : January 6, 2004

ORDER TIME : 9:55 AM

ORDER NO. : 384176-010

CUSTOMER NO: 7350811

CUSTOMER: Jonathon Kremner, Esq
Kremner & Associates
245 Park Avenue, 24th Floor

New York, NY 10167

FOREIGN FILINGS

NAME: WNBS CONSULTING, 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: Sara Lea -- EXT# 2914

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. **WNBS CONSULTING, 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. **Nevada** 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. **December 1, 2003** 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 817.155, F.S.)

7. **1155 West 4th Street, #214, Reno Nevada 89503**
(Principal office address)

1155 West 4th Street, #214, Reno Nevada 89503
(Current mailing address)

8. **Consulting services in the mortgage area.**
(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, Florida **32301**
(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.

Corporation Service Company

Brian Courtney
Asst. V. Pres.

(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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Burl R. Sheppard

Address: 1155 West 4th Street, #214

Reno, Nevada 89503

Director: Walter Newman

Address: 1155 West 4th Street, #214

Reno, Nevada 89503

B. OFFICERS

President: Burl R. Sheppard

Address: 1155 West 4th Street, #214

Reno, Nevada 89503

Vice President: _____

Address: _____

Secretary: Bernadette Sheppard

Address: 1155 West 4th Street, #214, Reno, Nevada 89503

Treasurer: Walter Newman

Address: 1155 West 4th Street, #214, Reno, Nevada 89503

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

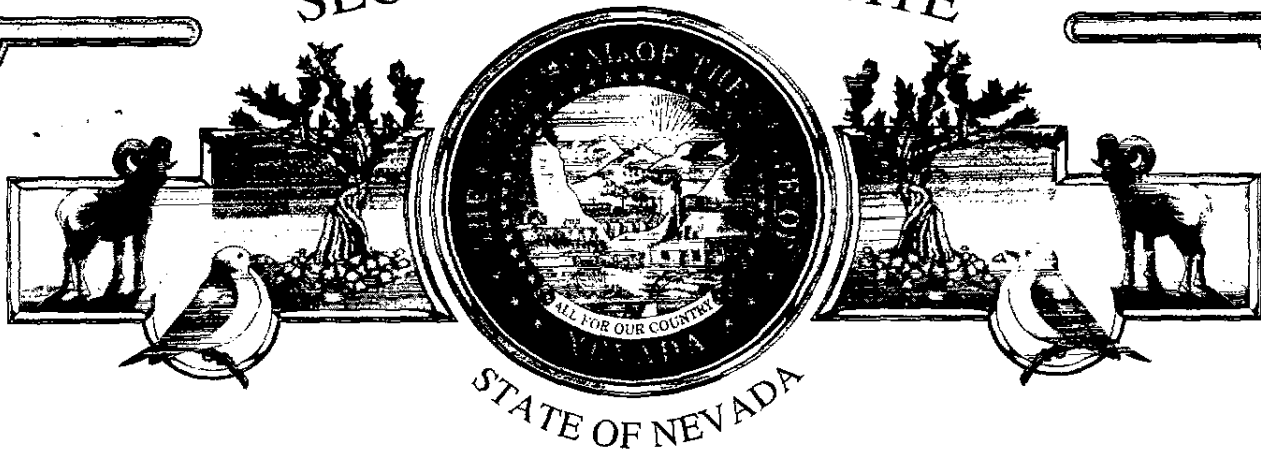
13. Walter Newman

(Signature of Director or Officer listed in number 12 of the application)

14. WALTER NEWMAN DIRECTOR

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

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, non-profit corporations, corporation soles, limited-liability companies, limited partnerships, limited-liability 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, **WNBS CONSULTING, 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 December 1, 2003, 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 January 14, 2004.



Dean Heller

DEAN HELLER
Secretary of State

By

Chad

Certification Clerk