

F04000001416

Florida Department of State
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From:

Account Name : C T CORPORATION SYSTEM
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FOREIGN PROFIT QUALIFICATION

Elements Group, Inc.

Certificate of Status	0
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04 MAR 15 AM 10:44

04 MAR 15 2:48

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3/15/04



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

September 15, 2003

CT CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: ELEMENTS GROUP, INC.
Ref. Number: W03000026290

We have received your document for ELEMENTS GROUP, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$70.00 payment.,

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr
Document Specialist

Letter Number: 303A00051090

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ELEMENTS GROUP, INC.
248 10TH AVENUE
SUITE 5B
NEW YORK, NY 10001

CONSENT TO USE OF NAME

Elements Group, Inc. (entity ID # F01000002259), an inactive corporation formerly qualified to do business in Florida (the "Inactive Corporation"), hereby consents to the registration of Elements Group, Inc., a Delaware corporation, to transact business in Florida. The Inactive Corporation further certifies that it has no intention of ever resuming business under such name in the State of Florida.

IN WITNESS WHEREOF, the said Inactive Corporation has caused this consent to be executed by its President, this 12 day of March, 2004.

ELEMENTS GROUP, INC.

By: 

Name: Dennis Caldwell

Title: President

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**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. Elements Group, 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. Delaware 3. Applied for
(State or country under the law of which it is incorporated) (FBI number, if applicable)
4. August 29, 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. 11001 W. 120th Avenue, Suite 400, Broomfield, Colorado 80021
(Principal office address)
same as above
(Current mailing address)
8. To provide computer consulting services.
(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: C T Corporation System
Office Address: 1200 South Pine Island Road,
Plantation, Florida 33324
(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.
C T Corporation System
By: Christen Vinnola
(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: PLEASE SEE ATTACHED ADDENDUM FOR THE NAMES AND ADDRESSES OF

Address: THE DIRECTORS OF THE CORPORATION

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

B. OFFICERS

President: Michael Gonzales

Address: 11001 W. 120th Avenue, Suite 400, Broomfield, Colorado 80021

Vice President:

Address:

Secretary: Robert Verhaaren

Address: 11001 W. 120th Avenue, Suite 400, Broomfield, Colorado 80021

Treasurer: Michael Gonzales

Address: 11001 W. 120th Avenue, Suite 400, Broomfield, Colorado 80021

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

13.

Michael Gonzales

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

Michael Gonzales, President

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

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FULLY
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ADDENDUM

NAMES AND ADDRESSES OF DIRECTORS OF ELEMENTS GROUP, INC.

<u>Directors</u>	<u>Address</u>
Rick Penn	11001 W. 120th Avenue, Suite 400, Broomfield, Colorado 80021
Dennis Caldwell	11001 W. 120th Avenue, Suite 400, Broomfield, Colorado 80021
Adam Goldman	11001 W. 120th Avenue, Suite 400, Broomfield, Colorado 80021
Michael Gonzales	11001 W. 120th Avenue, Suite 400, Broomfield, Colorado 80021
Robert Verhaaren	11001 W. 120th Avenue, Suite 400, Broomfield, Colorado 80021

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Delaware

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The First State

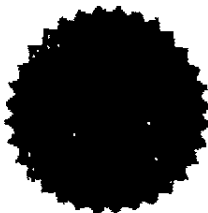
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ELEMENTS GROUP, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWELFTH DAY OF MARCH, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 2985294

DATE: 03-12-04