

FILED

04 MAR -8 PM 2:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: SED AND SED, INC.
(Name of corporation - must include suffix)

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:

RICHARD NOAH
(Name of Person)

NTG & ASSOCIATES, INC.
(Firm/Company)

16272 TWILIGHT CIR
(Address)

RIVERSIDE, CA 92503
(City/State and Zip code)

For further information concerning this matter, please call:

RICHARD NOAH at (888) 838-6201
(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

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SECRETARY OF STATE
TALLAHASSEE, 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. SED AND SED, 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. CALIFORNIA 3. 33-0942688
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 02/06/2001 5. _____
(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. 2275 SAMPERSON AVE., SUITE 115, CORONA, CA 92879
(Principal office address)

2275 SAMPERSON AVE., SUITE 115, CORONA, CA 92879
(Current mailing address)

8. ANY LAWFUL ACT OR ACTIVITY WHICH A CORPORATION MAY BE ORGANIZED UNDER THE GENERAL CORPORATION LAW OF CALIFORNIA.
(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)

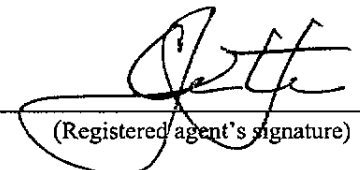
Name: SEARICIC CELESTIN

Office Address: 1870 FOREST HILL BLVD STE 212

WEST PALM BEACH, FL, Florida 33406
(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.

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

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TALLAHASSEE, FLORIDA

A. DIRECTORS

Chairman: EUGENIA MANCERA
Address: 3880 JULIETTE CIR
CORONA, CA 92881

Vice Chairman: _____
Address: _____

Director: _____
Address: _____

Director: _____
Address: _____

B. OFFICERS

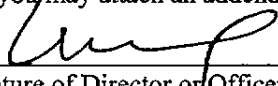
President: EUGENIA MANCERA
Address: 3880 JULIETTE CIR
CORONA, CA 92881

Vice President: _____
Address: _____

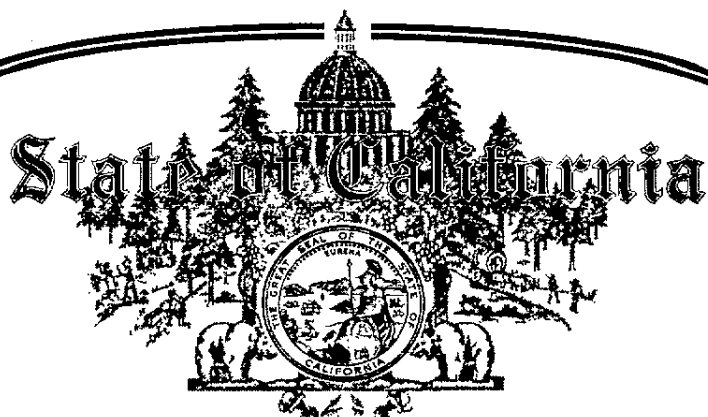
Secretary: EUGENIA MANCERA
Address: 3880 JULIETTE CIR, CORONA, CA 92881

Treasurer: EUGENIA MANCERA
Address: 3880 JULIETTE CIR, CORONA, CA 92881

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

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. EUGENIA MANCERA
(Typed or printed name and capacity of person signing application)



**SECRETARY OF STATE
CERTIFICATE OF STATUS
DOMESTIC CORPORATION**

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

That on the 6th day of February 2001 ,

SED AND SED, 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 of consolidation which terminated its existence; and

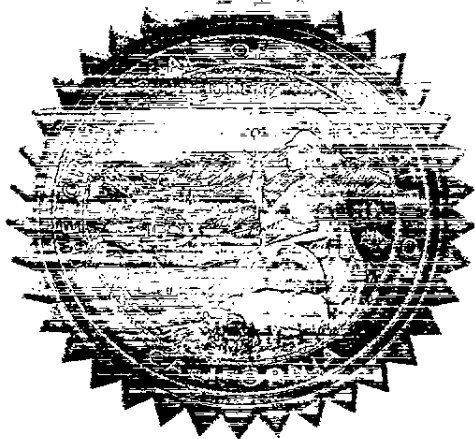
That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

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

FEB 24 2004



Kevin Shelley
KEVIN SHELLEY
Secretary of State

Handwritten signature of Kevin Shelley.