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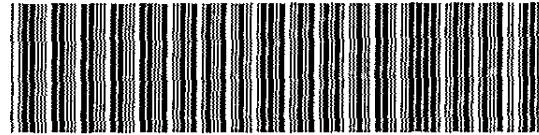
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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Turnleaf Solutions Incorporated
(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:

Ben Nixon
(Name of Person)
Turnleaf Solutions Incorporated
(Firm/Company)
~~10901 W. Teller Dr. #100~~ 890 West Cherry #220
(Address)
Littletton, CO 80127 Louisville CO 80027
(City/State and Zip code)

For further information concerning this matter, please call:

Ben Nixon at (303) 664-9520 x1012
(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

Michelle Hodges
Document Specialist
FLORIDA DEPARTMENT OF STATE
Division of Corporations
P.O. Box 6327
TALLAHASSEE FL 32314

Dear Ms. Hodges,

In response to your Letter Number: 604a00016086, I would like to make a correction in our Application by a Foreign Corporation for Authorization to Transact Business in Florida. This document had been prepared by another person in anticipation of our company doing business in Florida, but the entry into the Florida market was postponed and we began sales in Florida in May of 2003. Not realizing the implications of the incorrect date of 6/1/02 on line six of the application, I submitted it as it was. Please adjust the date on the application and continue processing it.

Please call me at (303)664-9520 ext. 1012 with any questions.

Sincerely,

A handwritten signature in cursive script, appearing to read "Ron Nixon".

Ron Nixon

**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. TURNLEAF SOLUTIONS 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. 84-1488365
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 09/17/99 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 06/01/02
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 890 W. Cherry St, #220, Louisville, Co
80628
(Current mailing address)

8. to engage in any lawful act or activity for which
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
the corporation may be organized.
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324

(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.

CT Corporation System

Christen Vanecko
(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 addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)Chairman: DANIEL J. AWEIDAAddress: 890 W. Cherry St, #220
Louisville, CO 80027Vice Chairman: JOHN BOESEAddress: 890 W. Cherry St #220
Louisville, CO 80027

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)President: ERIC MEYERAddress: 29029 ^{Upper} BEAR CREEK DRIVE, #202
Evergreen, CO 80437

Vice President: _____

Address: _____

Secretary: Viki S. McKinneyAddress: 890 W. Cherry St #220
Louisville, CO 80027Treasurer: Viki S. McKinney #220Address: 890, W. Cherry St #220
Louisville, CO 80027**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.13. Viki S. McKinney

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

14. Viki S. McKinney, Secretary

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

Delaware

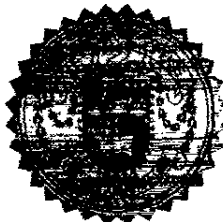
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TURNLEAF SOLUTIONS, 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 EIGHTEENTH DAY OF FEBRUARY, 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: 2937567

DATE: 02-18-04