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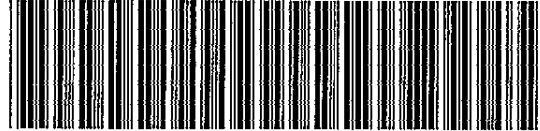
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032
REFERENCE : 508878 4383410
AUTHORIZATION :
COST LIMIT : \$ PREPAID

FILED
04 MAR 22 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : March 19, 2004
ORDER TIME : 11:52 AM
ORDER NO. : 508878-005
CUSTOMER NO: 4383410
CUSTOMER: Tuffy N. Habib
Harkness International
8515 Sw 23rd Place
Gainesville, FL 32607

FOREIGN FILINGS

NAME: HARKNESS INTERNATIONAL
CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward -- EXT# 2935

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.

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1. HARKNESS INTERNATIONAL CORPORATION

(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. 22-3224762

(FEI number, if applicable)

4. 24 December 1992

(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. 8515 South West 23rd Place, Gainesville, Florida 32607

(Principal office address)

8515 South West 23rd Place, Gainesville, Florida 32607

(Current mailing address)

8. Transac Business

(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


(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: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Tuffy N. Habib

Address: 8515 Southwest 23rd Place

Gainesville, FL 32607

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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. Tuffy N. Habib Filho, President

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

HARKNESS INTERNATIONAL CORPORATION

CONSENT OF DIRECTOR

Pursuant to Sections 108 and 141(f) of the General Corporation Law of the State of Delaware, the undersigned, being the sole director of Harkness International Corporation, a corporation duly organized and validly existing under the laws of the State of Delaware (the "Corporation"), hereby consents in writing to the adoption of the following resolutions:

RESOLVED, that the actions of the incorporator of the Corporation, including the adoption of the by-laws of the Corporation, be and hereby are in all respects ratified, adopted and approved and that such actions be and hereby are binding upon the Corporation to the same extent as if authorized by this resolution;

RESOLVED, that the following persons be and hereby are duly elected to the offices of the Corporation set opposite their names, to serve until their successor or successors are elected:

Tuffy N. Habib Filho	-	President
Tuffy N. Habib Filho	-	Treasurer
Tuffy N. Habib Filho	-	Secretary

RESOLVED, that the form, terms and provisions of the certificate for shares of the common stock without par value (the "Common Stock") of the Corporation, attached hereto and incorporated herein by reference, be and hereby are approved and adopted, and that share certificate in such form and with such terms and provisions, appropriately completed, may be signed by the President and the Secretary of the Corporation;

RESOLVED, that the original subscription made as of December 28, 1992 of the following named individual to the number of shares of Common Stock of the Corporation set forth opposite the name of such individual be and hereby is accepted:

<u>Name</u>	<u>Number of Shares</u>
Tuffy N. Habib Filho	10

RESOLVED, that \$0.10, the subscription price for the 10 shares of Common Stock of the Corporation so subscribed, be and hereby is called for payment from Tuffy N. Habib Filho;

RESOLVED, that pursuant to Section 158 of the General Corporation Law of the State of Delaware, the officers of the Corporation be and hereby are authorized, for and on behalf of the Corporation, to cause these 10 shares of Common Stock so subscribed and called for payment to be issued in fact to Tuffy N. Habib Filho, upon receipt in cash of the consideration for such shares, receipt of which is acknowledged, and to execute and deliver to Tuffy N. Habib Filho, in the appropriate form adopted, evidencing the number of fully paid shares of Common Stock of the Corporation held by Tuffy N. Habib Filho;

RESOLVED, that the officers of the Corporation be and hereby are authorized to pay all fees and expenses incident to the organization of the Corporation;

RESOLVED, that the seal, an impression of which is made in the margin hereof, be and hereby is adopted as the seal of the Corporation;

RESOLVED, that the Corporation's fiscal year shall end on March 31 each year;

RESOLVED, that the officers of the Corporation be and hereby are authorized to appoint and retain such counsel, accountants and other professionals as may be necessary from time to time;

RESOLVED, that each of the President and Secretary of the Corporation be and hereby is authorized and directed to open one or more bank accounts in the name and on behalf of the Corporation in such bank or banks or trust company or trust companies as he or she may select and to prepare, execute and deliver in the name of and on behalf of the Corporation such documents or instruments as may be necessary to open such account or accounts, and if in connection with the foregoing any particular form of resolution shall be required, such resolution shall be deemed hereby adopted, provided that a copy of such resolution shall be inserted in the minute book of the Corporation following this Consent of Directors and that the Secretary of the Corporation is authorized to certify such resolution as having been adopted by this Consent of Directors;

RESOLVED, that for the purpose of authorizing the Corporation to do business in any state, territory or dependency of the United States or any foreign country in which it is necessary or expedient for the Corporation to transact business, the officers of the Corporation be and hereby are authorized to appoint and substitute all necessary agents or attorneys for service of process, to designate and change the location of all necessary statutory offices, to make and file all necessary certificates, reports, powers of attorney and other instruments as may be required or appropriate under the laws of such state, territory, dependency or country to authorize the Corporation to transact business therein and, whenever it is expedient for the Corporation to cease doing business therein, to withdraw therefrom, to revoke any appointment of agent or attorney for service of process, and to file such certificates, reports, revocation of appointment or surrender of authority of the Corporation to do business in any such state, territory, dependency or country, and if in connection with the foregoing any particular form of resolution shall be required, such resolution shall be deemed hereby adopted, provided that a copy of such resolution shall be inserted in the minute book of the Corporation following this Consent of Directors and that the Secretary of the Corporation is authorized to certify such resolution as having been adopted by this Consent of Directors;

RESOLVED, that the officers of the Corporation be and hereby are authorized, for and on behalf of the Corporation, to execute, deliver, file, acknowledge and record any and all such documents and instruments, and to take or cause to be done any and all such other actions as they, or any of them, may deem necessary or desirable to effectuate and carry out the resolutions adopted hereby.

EXECUTED as of December 28, 1992.


Tuffy N. Habib Filho

Attachment: Form of Share Certificate

Delaware

PAGE 1

The First State

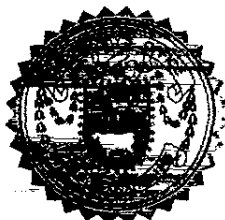
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HARKNESS INTERNATIONAL CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINETEENTH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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "HARKNESS INTERNATIONAL CORPORATION" WAS INCORPORATED ON THE TWENTY-FOURTH DAY OF DECEMBER, A.D. 1992.

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

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

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2320342 8300

AUTHENTICATION: 2999394

040205020

DATE: 03-19-04