

F04000002077

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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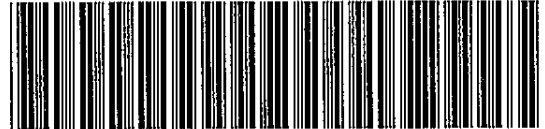
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

BK



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 564037 4320916
AUTHORIZATION : *Patricia Pizito*
COST LIMIT : \$ 70.00

FILED
04 APR 15 PM 4:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : April 13, 2004
ORDER TIME : 10:26 AM
ORDER NO. : 564037-005
CUSTOMER NO: 4320916
CUSTOMER: Marty Pomerance, Paralegal
Dorsey & Whitney L.l.p.
250 Park Avenue
New York, NY 10177

FOREIGN FILINGS

NAME: WESTWIND PARTNERS (USA) INC.

XXXX QUALIFICATION (TYPE: CQ)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan -- EXT# 2955

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. Westwind Partners (USA) 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. Canada

(State or country under the law of which it is incorporated)

3. _____

(FEI number, if applicable)

4. July 04, 2003

(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.)

c/o Westwind Partners Inc., 70 York Street, 10th Fl.

7. Toronto, Ontario, Canada M5J 1S9

(Principal office address)

70 York Street, 10th Fl., Toronto, Ontario, Can. M5J 1S9

(Current mailing address)

8. Registered broker-dealer. To engage in any act or activity for which
corporations may be organized.

(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

(City)

, Florida 32301

(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

By: _____

(Registered agent's signature)

Assistant Vice President

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: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

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. Keith R. Harris, Secretary

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

OFFICERS/DIRECTORS RIDER

FL-Application by Foreign Corporation for Authorization

Westwind Partners (USA) Inc.

List of Officers

Name: Thomas W. B. Briant **Title:** President
Bus. Addr.: c/o Westwind Partners Inc. 70 York Street, 10th Fl., Toronto, Ontario,
CN M5J 1S9

Name: Keith R. Harris **Title:** Treas. & Sec.
Bus. Addr.: c/o Westwind Partners Inc. 70 York Street, 10th Fl., Toronto, Ontario,
CN M5J 1S9

List of Directors

Name: Thomas W. B. Briant **Term:** Jul 31, 2004
Bus. Addr.: c/o Westwind Partners Inc. 70 York Street, 10th Fl., Toronto, Ontario,
CN M5J 1S9

Name: Keith R. Harris **Term:** Jul 31, 2004
Bus. Addr.: c/o Westwind Partners Inc. 70 York Street, 10th Fl., Toronto, Ontario,
CN M5J 1S9

Request ID: 006018844
Demande n° :
Transaction ID: 23409542
Transaction n° :
Category ID: CT
Catégorie :

Province of Ontario
Province de l'Ontario
Ministry of Consumer and Business Services
Ministère des Services aux consommateurs et aux entreprises
Companies and Personal Property Security Branch
Direction des compagnies et des sûretés mobilières

Date Report Produced: 2004/04/14
Document produit le :
Time Report Produced: 12:28:43
Imprimé à :

CERTIFICATE OF STATUS ATTESTATION DU STATUT JURIDIQUE

This is to certify that according to the
records of the Companies and Personal
Property Security Branch

D'après les dossiers de la Direction des
compagnies et des sûretés mobilières, nous
attestons que la société

WESTWIND PARTNERS (USA) INC.

Ontario Corporation Number

Numéro matricule de la société (Ontario)

002029166

is a corporation incorporated,
amalgamated or continued under
the laws of the Province of Ontario.

est une société constituée, prorogée ou née
d'une fusion aux termes des lois de la
Province de l'Ontario.

The corporation came into existence on

La société a été fondée le

JULY 04 JUILLET, 2003

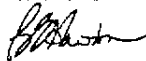
and has not been dissolved.

et n'est pas dissoute.

Dated

Fait le

APRIL 14 AVRIL, 2004



Director
Directrice