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TALLAHASSEE, FLORIDA

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     Account Name    : CORPORATION SERVICE COMPANY
     Account Number  : I20000000195
     Phone           : (850)521-1000
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FOREIGN PROFIT QUALIFICATION

ALTERISTIC US INC.

Certificate of Status	0
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J. BRYAN MAY - 7 2004

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

FILED 2004 MAY -6 AM 10:33 DIVISION OF CORPORATIONS 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. Alteristic US 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. Delaware
(State or country under the law of which it is incorporated)

3. N/A
(FEI number, if applicable)

4. April 30, 2004
(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. 433 Plaza Real, Suite 255, Boca Raton, FL 33432
(Principal office address)

Same
(Current mailing address)

8. Any legal business activity permitted under state law.
(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
JOHN H. PELLETIER
ASST. VICE PRESIDENT
(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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2004 MAY -6 AM 10:33 FILED SECRETARY OF STATE DIVISION OF CORPORATIONS TALLAHASSEE, FLORIDA

A. DIRECTORS

Chairman: Ross H. Mandell

Address: 433 Plaza Real, Suite 255, Boca Raton, FL 33432

Vice Chairman:

Address:

Director: Michael E. Recca

Address: 433 Plaza Real, Suite 255, Boca Raton, FL 33432

Director:

Address:

B. OFFICERS

President: Ross H. Mandell

Address: 433 Plaza Real, Suite 255, Boca Raton, FL 33432

Vice President: Michael E Recca

Address: 433 Plaza Real, Suite 255, Boca Raton, FL 33432

Secretary: Michael Brigante

Address: 433 Plaza Real, Suite 255, Boca Raton, FL 33432

Treasurer: Michael Brigante

Address: 433 Plaza Real, Suite 255, Boca Raton, FL 33432

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

13. R H Mandell

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

14. Ross H. Mandell Chairman and President - Alteristic US Inc.

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

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Delaware

The First State

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ALTERISTIC US 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 THIRTIETH DAY OF APRIL, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ALTERISTIC US INC." WAS INCORPORATED ON THE THIRTIETH DAY OF APRIL, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

3797551 8300

040316233

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3084150

DATE: 04-30-04

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