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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: CARPE DIEM STUDIOS, 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:

CHARLENE SOLOMON
(Name of Person)

CARPE DIEM STUDIOS, INC.
(Firm/Company)

100 FARWAY PARK BLVD SUITE 2107
(Address)

PONTE VEDRA BEACH, FL 32082
(City/State and Zip code)

For further information concerning this matter, please call:

CHARLENE SOLOMON at (904) 254-8059
(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

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. CARPE DIEM STUDIOS, INC. (Enter name of corporation: must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co." or "Corp.")

CDS, INC. OR CARPE DIEM, INC. (If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. NY (State or country under the law of which it is incorporated) 3. 13-4149297 (FEI number, if applicable)

4. 12/19/2000 (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. 100 FARWAY PARK BLVD SUITE 2107 PONTE VEDRA, FL 32082 (Principal office address)

100 FARWAY PARK BLVD SUITE 2107 PONTE VEDRA, FL 32082 (Current mailing address)

8. GRAPHIC ARTS (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: CHARLENE SOLOMON

Office Address: 100 FARWAY PARK BLVD #2107

PONTE VEDRA, FL Florida 32082 (City) (Zip code)

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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.

Charlene Solomon (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: CHARLENE SOLOMON

Address: 100 FAIRWAY PARK BLVD # 2107
PONTE VEDRA, FL 32082

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. Charlene Solomon

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

14. CHARLENE SOLOMON - PRESIDENT

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

State of New York } **ss:**
Department of State

I hereby certify, that the Certificate of Incorporation of CARPE DIEM STUDIOS INC. was filed on 12/19/2000, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

The Biennial Statement is past due.

*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 09th day of February
two thousand and four.*



Secretary of State

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