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(Business Entity Name)

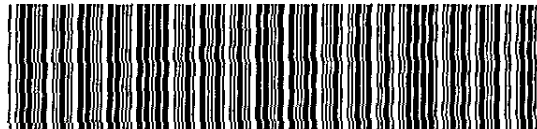
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SECRETARY OF STATE
TALAHASSEE, FLORIDA

2004 MAY -4 P 4: 13

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Renewable Assets, 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:

Ann C. Meltzer, Paralegal
(Name of Person)

Brown Rudnick Berlack Israels LLP
(Firm/Company)

One Financial Center
(Address)

Boston, MA 02111
(City/State and Zip code)

For further information concerning this matter, please call:

Ann C. Meltzer, Paralegal at (617) 856-8354
(Name of Person) (Area Code & Daytime Telephone Number)

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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 TRANACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANACT BUSINESS IN THE STATE OF FLORIDA.

1. Renewable Assets, 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 3. 20-0858618
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. December 12, 2003 5. perpetual
(Date of incorporation) (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. 7040 W. Palmetto Park Road, Building 4, #572, Boca Raton, FL 33433
(Principal office address)

7040 W. Palmetto Park Road, Building 4, #572, Boca Raton, FL 33433
(Current mailing address)

8. Marketing
(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: Alfred M. Schiffrin

Office Address: 7040 W. Palmetto Park Road, Building 4, #572

Boca Raton, Florida 33433
(City) (Zip code)

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TALLAHASSEE, FLORIDA

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.

By: 
(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: Alfred M. Schiffrin

Address: 7040 W. Palmetto Park Road, Building 4, #572, Boca Raton, FL 33433

Director: _____

Address: _____

B. OFFICERS

President: Alfred M. Schiffrin

Address: same as above

Vice President: _____

Address: _____

Secretary: Alfred M. Schiffrin

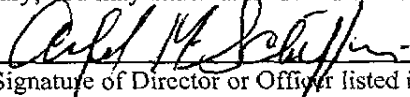
Address: same as above

Treasurer: Alfred M. Schiffrin

Address: same as above

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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. Alfred M. Schiffrin, President, Secretary and Treasurer
(Typed or printed name and capacity of person signing application)

Delaware

PAGE 1

The First State

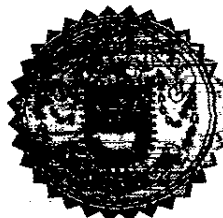
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RENEWABLE ASSETS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-NINTH DAY OF APRIL, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "RENEWABLE ASSETS, INC." WAS INCORPORATED ON THE TWELFTH DAY OF DECEMBER, A.D. 2003.

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.

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2004 MAY -4 P 4: 13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 3080796

040311607.

DATE: 04-29-04