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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

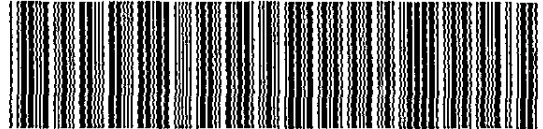
(Business Entity Name)

(Document Number)

Certified Copies _____ : Certificates of Status _____

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F04-3157
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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: AUDERE VENTURES, 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:

RICHARD S. CHISHOLM, ESQ.

(Name of Person)

ROBERT E. WARD AND ASSOCIATES, P.C.

(Firm/Company)

7700 OLD GEORGETOWN ROAD, SUITE 800

(Address)

BETHESDA, MARYLAND 20814

(City/State and Zip code)

For further information concerning this matter, please call:

RICHARD S. CHISHOLM

(Name of Person)

at (**301**) **986-2200**

(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

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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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. AUDERE VENTURES, 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. STATE OF MARYLAND

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

3. 11-3694869

(FEI number, if applicable)

4. 05/28/03

(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. c/o RICHARD S. CHISHOLM, ESQ., 7700 OLD GEORGETOWN RD, #800, BETHESDA, MD 20814

(Principal office address)

c/o RICHARD S. CHISHOLM, ESQ., 7700 OLD GEORGETOWN RD, #800, BETHESDA, MD 20814

(Current mailing address)

8. TO INVEST IN AND MANAGE REAL ESTATE

(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: RICHARD LEE, ESQ.

Office Address: 2155 DELTA BOULEVARD, SUITE 210

TALLAHASSEE

(City)

Florida 32303

(Zip code)

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TALLAHASSEE, FLORIDA
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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.

(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: **DAVID C. HESS**

Address: **c/o RICHARD S. CHISHOLM, ESQ., 7700 OLD GEORGETOWN RD, #800, BETHESDA, MD 20814**

Director: **GAIL A. HESS**

Address: **c/o RICHARD S. CHISHOLM, ESQ., 7700 OLD GEORGETOWN RD, #800, BETHESDA, MD 20814**

B. OFFICERS

President: **DAVID C. HESS**

Address: **c/o RICHARD S. CHISHOLM, ESQ., 7700 OLD GEORGETOWN RD, #800, BETHESDA, MD 20814**

Vice President: **GAIL A. HESS**

Address: **c/o RICHARD S. CHISHOLM, ESQ., 7700 OLD GEORGETOWN RD, #800, BETHESDA, MD 20814**

Secretary: **GAIL A. HESS**

Address: **c/o RICHARD S. CHISHOLM, ESQ., 7700 OLD GEORGETOWN RD, #800, BETHESDA, MD 20814**

Treasurer: **DAVID C. HESS**

Address: **c/o RICHARD S. CHISHOLM, ESQ., 7700 OLD GEORGETOWN RD, #800, BETHESDA, MD 20814**

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

13. David C. Hess

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

14. **DAVID C. HESS, PRESIDENT**

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

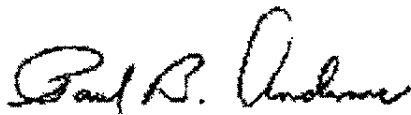
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STATE OF MARYLAND
Department of Assessments and Taxation

I, PAUL ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATIONS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE, AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT AUDERE VENTURES, INC. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND THE CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN MARYLAND.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY SIGNATURE AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS APRIL 23, 2004.



Paul B. Anderson
Charter Division



301 West Preston Street, Baltimore, Maryland 21201
Telephone Balto. Metro (410) 767-1340 / Outside Balto. Metro (888) 246-5941
MRS (Maryland Relay Service) (800) 735-2258 TT/Voice
Fax (410) 333-7097