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Florida Department of State  
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## From:

Account Name : CORPDIRECT AGENTS, INC.  
Account Number : 110450000714  
Phone : (850) 222-1173  
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## FOREIGN PROFIT QUALIFICATION

## TALISCO CORP.

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

July 6, 2004

CORPDIRECT AGENTS, INC.

SUBJECT: TALISCO CORP.  
REF: W04000025539

PLEASE GIVE ORIGINAL SUBMISSION  
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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The registered agent designated must be an active Florida entity or a foreign entity authorized to transact business in Florida. Please correct the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-5025.

Trevor Brumblay  
Document Specialist

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DIVISION OF CORPORATION

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

04 JUL -2 AM 9:56

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H04000138407 3

# 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. Talisco Corp.  
(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. \_\_\_\_\_  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. June 28, 2004 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 817.153, F.S.)
7. c/o The Talisman Companies LLC - 1500 San Remo, Suite 135, Coral Gables, FL 33146  
(Principal office address)  
same  
(Current mailing address)
8. To engage in any lawful act or activity.  
(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: Robert W. Claeson, c/o The Talisman Companies LLC  
Office Address: 1500 San Remo, Suite 135  
Coral Gables, Florida 33146  
(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.

By: \_\_\_\_\_

(Registered agent's signature)

Robert W. Claeson, Authorized Person/Attorney in Fact

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:

H04000138407 3

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H04000138407 3

**A. DIRECTORS**Chairman: James A. SchlesingerAddress: c/o The Talisman Companies LLC, 1500 San Remo, Suite 135  
Coral Gables, Florida 33146Director: Jacob BrodtAddress: (same)

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

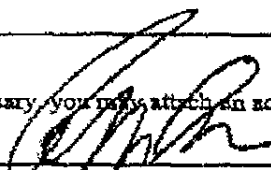
Address: \_\_\_\_\_

**B. OFFICERS**President: James A. SchlesingerAddress: c/o The Talisman Companies LLC, 1500 San Remo, Suite 135  
Coral Gables, Florida 33146Vice President: Robert W. ClaasonAddress: c/o Fischbein Badillo, 909 Third Avenue, New York, NY 10022Secretary: Robert W. ClaasonAddress: (same)

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. Robert W. Claason  
(Typed or printed name and capacity of person signing application)

H04000138407 3

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# Delaware

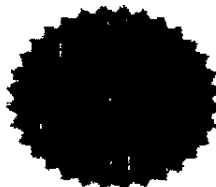
PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TALISCO CORP." 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 JUNE, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TALISCO CORP." WAS INCORPORATED ON THE TWENTY-EIGHTH DAY OF JUNE, A.D. 2004.

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



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 3202633  
H040001384073  
DATE: 06-29-04