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TALLAHASSEE, FL

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FOREIGN PROFIT QUALIFICATION

SC MOTA GP, INC.

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DIVISION OF CORPORATION

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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. SO MOTA GP, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 20-1354663
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. July 2, 2004 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. The Corporation has not yet commenced transacting business in Florida
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. One North Clematis Street, Suite 305, West Palm Beach, FL 33401
(Principal office address)

One North Clematis Street, Suite 305, West Palm Beach, FL 33401
(Current mailing address)

8. General Partner in Limited Partnership that will acquire and own 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 NOT acceptable)

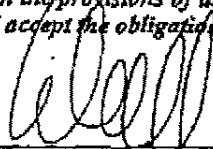
Name: David J. Wiener, Esq.

Office Address: One North Clematis Street, Suite 305

West Palm Beach, Florida 33401
(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) David J. Wiener, Esq.

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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A. DIRECTORS

Chairman: A. David Kosoy
Address: One North Clematis Street, Suite 305, West Palm Beach, FL 33401

Vice Chairman: John W.S. Preston
Address: One North Clematis Street, Suite 305, West Palm Beach, FL 33401

Director: Robert S. Green
Address: 2851 John Street, Suite One, Markham, Ontario L3R 5R7 Canada

Director: Brian D. Kosoy
Address: One North Clematis Street, Suite 305, West Palm Beach, FL 33401

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TALLAHASSEE FLORIDA

B. OFFICERS

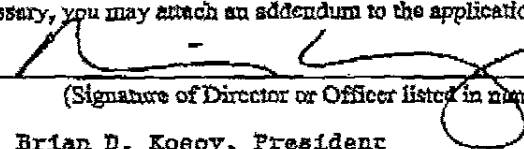
President: Brian D. Kosoy
Address: One North Clematis Street, Suite 305, West Palm Beach, FL 33401

Vice President: Robert S. Green
Address: 2851 John Street, Suite One, Markham, Ontario L3R 5R7 Canada

Secretary/Vice President: Greg Moross
Address: One North Clematis Street, Suite 305, West Palm Beach, FL 33401

Treasurer/Vice President: Vincent J. Costello
Address: One North Clematis Street, Suite 305, West Palm Beach, FL 33401

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. Brian D. Kosoy, President
(Typed or printed name and capacity of person signing application)

**Addendum to Application by Foreign Corporation
for Authorization to Transact Business in Florida**

B. Officers (continued):

Vice President: David J. Shreeve
Address: One North Clematis Street, Suite 305, West
Palm Beach, Florida 33401

Vice President: Tom Hamilton
Address: One North Clematis Street, Suite 305, West
Palm Beach, Florida 33401

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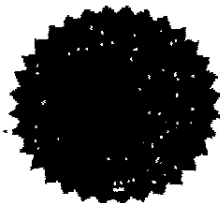
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SC MOTA GP, 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 THIRTEENTH DAY OF JULY, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SC MOTA GP, INC." WAS INCORPORATED ON THE SECOND DAY OF JULY, A.D. 2004.

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

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SECRETARY OF STATE
MILDENBERG, DE, U.S.A.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 3229444

DATE: 07-13-04