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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood Secretary of State

July 26, 2004

SUNSTATE

TALLAHASSEE, FL

SUBJECT: DESJARDINS COMMERCIAL LENDING U.S.A. CORP.

Ref. Number: W04000028529

We have received your document for DESJARDINS COMMERCIAL LENDING U.S.A. CORP. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$70.00 filing fee.

We cannot accept a certified copy of articles. Please resubmit your filing with a STANDING CERTIFICATE from the Secretary of State of Delaware.

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) 245-6914.

Buck Kohr Document Specialist

Letter Number: 304A00046895

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OF JUL 27 AN 9: 18

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
TIN COMPLIANCE WITH SECTION 601.1503; FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.
1. DESJARDINS COMMERCIAL LENDING U.S.A. CORP.  (Buter name of corporation; trust include "INCORPORATED," "COMPANY," "CORPORATION,"
(Enter pame 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. Applied For
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. July 16, 2004 5. Perpetual (Dute of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification in the State of Florida.
(Date first transacted business in Florida, if prior to registration) (SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7.1001, EAST HALLANDALE BEACH BLUD HALLANDALE, FLOVIS 14, 33009-4429 (Principal office address)
SAME AS ABOUC (Current mailing address)
(Current mailing address)
8. Any and all business authorized in the States of Delaware and  (Pupose(s) of comparation authorized in home state or country to be carried out in state of Florida)  Florida and the United States.  9. Name and street address of Florida registered agent (P.O. Box NOT acceptable)
Name: Corporation Company of Miami
Office Address: 201 S. Biscavne Blvd. #1600(BB)
Miami , Florida 33131 (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.  (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: Jean-Guy hangehier
The second secon
Vice Chairman:
Address:
Director;
Address:
Director:
Address:
B. OFFICERS  President: ANDRE Bellefeuille  Address: 521, 2000 in, SAINT-Brune Dieber CANADA, 13V688
Vice President: Address:
Secretary: GiLhes LAPIERTE  Address: 427 Chemin Du LAC des Chats, St-Sauveur, Jieber (ANADA JORIRO
Trousuror CIRISTIAN ROY
Address: 5956 SW 112 TH LANE COOPER CHY, FL, 33330
NOTE: If necessary, you may attach an addandum to the application listing additional officers and/or directors.
(Signature of Director or Officer listed in number 12 of the application)
14. CHRISTIAN ROY - TREASURER
(Typed or printed name and capacity of person signing application)

PAGE 1

## Delaware

## The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DESJARDINS COMMERCIAL LENDING U.S.A. 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-SIXTH DAY OF JULY, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "DESJARDINS COMMERCIAL LENDING U.S.A. CORP." WAS INCORPORATED ON THE SIXTEENTH DAY OF JULY, A.D. 2004.

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

3829954 8300

Warriet Smith Windson, Secretary of State

AUTHENTICATION: 3255510

040545790 DATE: 07-26-04