

OCT.

2004-11-36AM

CORPORATION SVC

10:28

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F04000005673**FILED**

Florida Department of State
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**Electronic Filing Cover Sheet**

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Account Name : CORPORATION SERVICE COMPANIES
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Fax Number : (850) 558-1575

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*SHC***FOREIGN PROFIT QUALIFICATION****SHADOW CREEK INCORPORATED**

| | |
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CORPORATION SVC CO

NO. 928 P. 2



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 5, 2004

CORPORATION SERVICE COMPANY

RESUBMIT

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SUBJECT: SHADOW CREEK INCORPORATED
REF: W04000036598

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.

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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Agnes Lunt
Document Specialist

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

2004 OCT 4 A 10:05

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. TALLAHASSEE, FLORIDA1. SHADOW CREEK INCORPORATED(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

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

3.

N/A

(FEI number, if applicable)

4. 9/27/2004

(Date of incorporation)

5.

PERPETUAL

(Duration: Year corp. will cease to exist or "perpetual")

6. N/A(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)7. 1617 W. 22nd Street, Miami Beach, FL 33140

(Principal office address)

1617 W. 22nd Street, Miami Beach, FL 33140

(Current mailing address)

8. ANY AND ALL LAWFUL BUSINESS

(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: Corporation Service CompanyOffice Address: 1201 Hays StreetTallahassee

(City)

, Florida 32301

(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.

Corporation Service Company

Cynthia L. Harris
as its agentBY: Cynthia L. Harris
(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:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. DIRECTORS

Chairman: Jay Scharer

Address: 1617 W. 22nd Street, Miami Beach, FL 33140

Vice Chairman: Jay Scharer

Address: 1617 W. 22nd Street, Miami Beach, FL 33140

Director: Jay Scharer

Address: 1617 W. 22nd Street, Miami Beach, FL 33140

Director: _____

Address: _____

B. OFFICERS

President: Jay Scharer

Address: 1617 W. 22nd Street, Miami Beach, FL 33140

Vice President: Jay Scharer

Address: 1617 W. 22nd Street, Miami Beach, FL 33140

Secretary: Jay Scharer

Address: 1617 W. 22nd Street, Miami Beach, FL 33140

Treasurer: Jay Scharer

Address: 1617 W. 22nd Street, Miami Beach, FL 33140

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

13. [Signature]
(Signature of Director or Officer listed in number 12 of the application)

14. JAY SCHARER, DIRECTOR
(Typed or printed name and capacity of person signing application)

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Delaware

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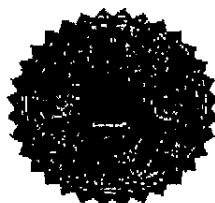
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SHADOW CREEK INCORPORATED" 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 THIRTIETH DAY OF SEPTEMBER, A.D. 2004.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SHADOW CREEK INCORPORATED" WAS INCORPORATED ON THE TWENTY-SEVENTH DAY OF SEPTEMBER, A.D. 2004.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3860113 8300

AUTHENTICATION: 3384985

040709088

DATE: 09-30-04

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