

F04000005779

Florida Department of State
Division of Corporations
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DIVISION OF CORPORATIONS

FOREIGN PROFIT QUALIFICATION

Artfest International, Inc.

04 OCT -8 AM 8:58
SECRETARY 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. ART FEST INTERNATIONAL 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. DELAWARE 3. 30-017020 (State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 7-21-2002 5. PERPETUAL (Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. UPON QUALIFICATION (Date first transacted business in Florida, if prior to registration) (SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 3665 28TH ST SE GRAND RAPIDS, MI 49512 (Principal office address)

3665 28TH ST SE, GRAND RAPIDS, MI 49512 (Current mailing address)

8. GALLERY RESTAURANT, ART SALE (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: JOSEPH J. WALSH Office Address: 285 SUNRISE AVE. Palm Beach, Florida 33480 (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: [Signature] JOSEPH J. WALSH (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:

SECRETARY OF STATE ALABAMA/SEE FLORIDA

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A. DIRECTORS

Chairman: JOSEPH J. WALSH

Address: 2611 BOSTON RD, GRAND RAPIDS, MT 49502

Vice Chairman: NONE

Address: _____

Director: ROGER BERGMAN

Address: 214 WASHINGTON

GRAND HAVEN, MT 49417

Director: SCOTT DYK

Address: 12169 LINCOLN LOST LN

GRAND HAVEN, MT 49417

B. OFFICERS

President: JOSEPH J. WALSH

Address: 2611 BOSTON RD, GRAND RAPIDS, MT 49502

Vice President: _____

Address: _____

Secretary: JOSEPH J. WALSH

Address: 2611 BOSTON RD, GRAND RAPIDS, MT 49502

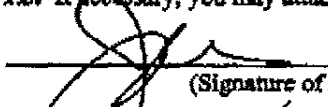
Treasurer: _____

Address: _____

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TALLAHASSEE, FLORIDA

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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. JOSEPH J. WALSH Chairman _____
(Typed or printed name and capacity of person signing application)

Delaware

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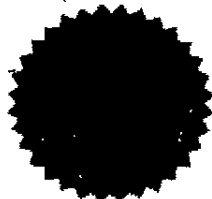
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ARTFEST INTERNATIONAL, 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 FIFTH DAY OF AUGUST, A.D. 2004.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3279423

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