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FOREIGN PROFIT QUALIFICATION

KLING ASSOCIATES, INC.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

December 8, 2004

RESUBMIT

Please give original
submission date as file date.

KLING ASSOCIATES, INC.
333 MARKET STREET, 27TH FLOOR
SAN FRANCISCO, CA 94105

SUBJECT: KLING ASSOCIATES, INC.
REF: W04000044782

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

I'm sorry but I can not read the writing of the names & addresses of the officers and I'm not sure of the last name for the registered agent.

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) 245-6913.

Diane Cushing
Document Specialist

FAX Aud. #: H04000241570
Letter Number: 904A00068581

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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. Kling Associates, 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. California 3. 94-6076390
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. May 5, 1958 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 333 Market Street, 27th Floor, San Francisco, CA 94105
(Principal office address)
c/o Don Parachini 333 Market Street, 27th Floor, San Francisco, CA 94105
(Current mailing address)

8. Any & 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: James Caudill

Office Address: 4933 Tamiami Trail N, Suite 200

Naples, Florida 34103
(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:

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A. DIRECTORS

Chairman: Rudolf Von Siebenthal
Address: 333 Market Street, 27th Floor
San Francisco, CA 94105

Vice Chairman: _____
Address: _____

Director: Gerard H. Brimo
Address: 333 Market Street, 27th Floor

Director: _____
Address: _____

B. OFFICERS

President: Rudolf Von Siebenthal
Address: 333 Market Street, 27th Floor
San Francisco, CA 94105

Vice President: _____
Address: _____

Secretary: Don Parachini
Address: 333 Market Street, 27th Floor, San Francisco, CA 94105

Treasurer: _____
Address: _____

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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. Rudolf Von Siebenthal, President
(Typed or printed name and capacity of person signing application)

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. RUDOLF VON SIEBENTHAL, PRESIDENT
(Typed or printed name and capacity of person signing application)

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10/10/2004 20:55 239-838-4222
10/08/2004 17:54 FAX 415 974 1520

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IRELAND, PARACHINI

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State of California

SECRETARY OF STATE

**CERTIFICATE OF STATUS
DOMESTIC CORPORATION**

I, KEVIN SHELLEY, Secretary of State of the State of California, hereby certify:

That on the 5TH day of MAY, 1958, KLING ASSOCIATES, INC. became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

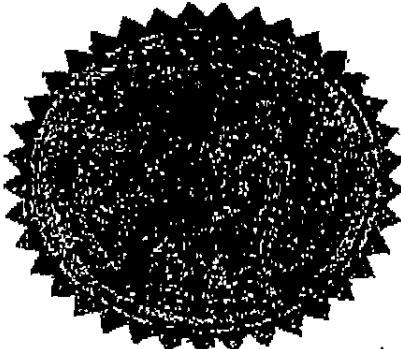
That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

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IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of October 8, 2004.

Kevin Shelley
KEVIN SHELLEY
Secretary of State

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