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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

CORPDIRECT AGENTS, INC. (formerly CCRS)
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: CINDY

DATE: 12-14-04

REF. #: 0204.32839

CORP. NAME: OCCULOGIX MANAGEMENT, INC.

FILED
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TALLAHASSEE, FLORIDA
STATE

- | | | |
|---|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input checked="" type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 510690 FOR \$ 87.50

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ **COST LIMIT: \$** _____

PLEASE RETURN:

- | | | |
|--|--|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input checked="" type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

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. Oculogix Management 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. 76 0729307
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. July 8, 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. 2600 Skymark Dr. Unit 9 Suite 201
(Principal office address)
MISSISSAUGA, ONTARIO, CN L4W 5B2
(Current mailing address)

8. ANY AND ALL LAWFUL BUSINESS PURPOSES
(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: CorpDirect Agents, Inc

Office Address:

103 N. Meridian St.

Tallahassee

(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.

Cynthia A. Hicks
(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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STATE
FLORIDA


A. DIRECTORS

Chairman: Elias Vamvakas
Address: 2600 Skymark Drive, Unit 9, Suite 201
Mississauga, ON L4W 5B2 Canada
Vice Chairman: _____
Address: _____
Director: _____
Address: _____
Director: _____
Address: _____

B. OFFICERS

President: Richard C. Davis, Jr.
Address: 2600 Skymark Drive, Unit 9, Suite 201
Mississauga, ON, CN L4W 5B2
CFO: John Cornish
Vice President: John Cornish
Address: 2600 Skymark Drive, Unit 9, Suite 201
Mississauga, ON, CN L4W 5B2
Secretary: Richard C. Davis, Jr., 2600 Skymark Dr. Unit 9 Suite 201
Address: Mississauga, ON, CN L4W 5B2
Treasurer: William G. Dumenau
Address: 2600 Skymark Dr., Unit 9, Suite 201
Mississauga, Ontario, CN L4W 5B2

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

13.  Dumenau
(Signature of Director or Officer listed in number 12 of the application)
14. William Dumenau Officer
(Typed or printed name and capacity of person signing application)

Delaware

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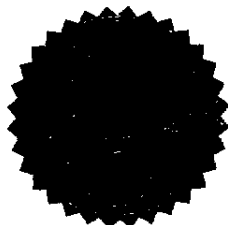
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OCCULOGIX MANAGEMENT, 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 DECEMBER, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "OCCULOGIX MANAGEMENT, INC." WAS INCORPORATED ON THE EIGHTH DAY OF JULY, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3545292 8300

AUTHENTICATION: 3543981

040899751

DATE: 12-13-04