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FOREIGN PROFIT QUALIFICATION

Modular Structures Corporation of North America

Certificate of Status	0
Certified Copy	1
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DIVISION OF CORPORATIONS
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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F05-458
OR

**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. Modular Structures Corporation of North America

(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. 36-3881783

(FEI number, if applicable)

4. December 21, 2004

(Date of incorporation)

5. Perpetual

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

6.

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

7. 2685 Horseshoe Drive, Suite 211, Naples, FL 34104

(Principal office address)

2685 Horseshoe Drive, Suite 211, Naples, FL 34104

(Current mailing address)

8. Lease trailers.

(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: NRAI Services, Inc.

Office Address: 528 E. Park Avenue

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.

James A. Kent, Asst. Sec.
(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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: SEE ATTACHED LISTING OF OFFICERS AND DIRECTORS

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHED LISTING OF OFFICERS AND DIRECTORS

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you must 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. Kenneth Jay Riha, President

(Typed or printed name and capacity of person signing application)

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**ATTACHMENT TO APPLICATION FOR AUTHORITY
TO TRANSACT BUSINESS IN FLORIDA**

FOR

MODULAR STRUCTURES CORPORATION OF NORTH AMERICA

12A&B. NAMES AND ADDRESSES OF OFFICERS AND DIRECTORS

Name	Title	Address
Kenneth Jay Riha	Director, Chief Executive Officer, President, Treasurer, Secretary	2685 Horseshoe Drive Suite 211 Naples, FL 34104
Thomas A. Korman	Assistant Secretary	222 N. LaSalle Street Eighth Floor Chicago, IL 60601

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Delaware

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The First State

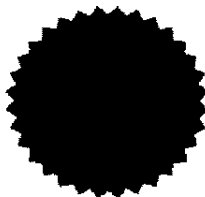
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MODULAR STRUCTURES CORPORATION OF NORTH AMERICA" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-THIRD DAY OF DECEMBER, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MODULAR STRUCTURES CORPORATION OF NORTH AMERICA" WAS INCORPORATED ON THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2004.

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

3900930 8300

040939066

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3376407

DATE: 12-23-04