

Florida Department of State
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To:

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 Fax Number : (850) 205-0383

From:

Account Name : CORPORATION SERVICE COMPANY
 Account Number : I20000000195
 Phone : (850) 521-1000
 Fax Number : (850) 558-1575

FOREIGN PROFIT QUALIFICATION

GEMSEN AMERICA, INC.

Certificate of Status	0
Certified Copy	1
Page Count	45
Estimated Charge	\$78.75

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

February 11, 2005

CORPORATION SERVICE COMPANY

SUBJECT: GEMSEN AMERICA, INC.
REF: W05000006966

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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. Gemsen America, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Ltd.," "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. Applied for

(FEI number, if applicable)

4. February 2, 2005

(Date of incorporation)

5. Perpetual

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

6. No business conducted prior to registration.

(Date first transacted business in Florida, if prior to registration)

(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 4768 N.W. 98th Lane, Coral Springs, Florida 33076

(Principal office address)

Same as above.

(Current mailing address)

8. Any lawful act or activity for which corporations may be formed.

(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 Company

Office Address: 1201 Hays Street

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 L. Harris
(Registered agent's signature)

**Cynthia L. Harris
as its agent**

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: Sal Kiina

Address: c/o Gem-Sen

266 Applewood Cres., Concord, Ontario L4K 4B4

Vice Chairman: _____

Address: _____

Director: John Walton

Address: 4768 N. W. 98th Lane

Coral Springs, Florida 33076

Director: Nadia Riina

Address: c/o Gem-Sen

266 Applewood Cres., Concord, Ontario L4K 4B4

B. OFFICERS

President: John Walton

Address: 4768 N. W. 98th Lane

Coral Springs, Florida 33076

Vice President: N/A

Address: _____

Secretary: Nadia Riina

Address: c/o Gem-Sen, 266 Applewood Cres., Concord, Ontario L4K 4B4

Treasurer: Nadia Riina

Address: c/o Gem-Sen, 266 Applewood Cres., Concord, Ontario L4K 4B4

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. John Walton, President

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

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Delaware

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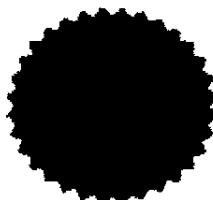
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GEMSEN AMERICA, 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 NINTH DAY OF FEBRUARY, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GEMSEN AMERICA, INC." WAS INCORPORATED ON THE SECOND DAY OF FEBRUARY, A.D. 2005.

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

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TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3674008

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DATE 02-09-05 #05000033958.3