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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

FOREIGN PROFIT QUALIFICATION
BIO-FLAVORANCE TECHNOLOGIES AND RESEARCH, INC.

Certificate of Status	1
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FILED

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

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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
TALLAHASSEE, FLORIDA

1. BIO-FLAVORANCE TECHNOLOGIES AND RESEARCH, 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

(State or country under the law of which it is incorporated)

3. 56-1425492

(FEI number, if applicable)

4. 12/22/04

(Date of incorporation)

5. Perpetual

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

6. 2033 MAIN STREET, SUITE 400, SARASOTA, FL 34237

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

7. 2033 MAIN STREET, SUITE 400, SARASOTA, FL 34237

(Principal office address)

2033 MAIN STREET, SUITE 400, SARASOTA, FL 34237

(Current mailing address)

8. Any legal activity allowed in the State

(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 Nays 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.

Corporation Service Company

Cynthia L. Harris

By: Cynthia L. Harris as its 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:

H 0 5 0 0 0 7 3 3 0 2 3

A. DIRECTORS

Chairman: ANDREW BADOLATO, INTERIM

Address: 2033 MAIN STREET, SUITE 400
SARASOTA, FL 34237

Vice Chairman: STEVE BANNON

Address: 2033 MAIN STREET, SUITE 400
SARASOTA, FL 34237

Director: THOMAS HENTSCHELL

Address: 2033 MAIN STREET, SUITE 400
SARASOTA, FL 34237

Director: DAVID OTTO

Address: 2033 MAIN STREET, SUITE 400
SARASOTA, FL 34237

B. OFFICERS

President: ANDREW BADOLATO (INTERIM)

Address: 2033 MAIN STREET, SUITE 400
SARASOTA, FL 34237

Vice President: VACANT

Address: _____

Secretary: THOMAS AMON

Address: 2033 MAIN STREET, SUITE 400, SARASOTA, FL 34237

Treasurer: THOMAS HENTSCHELL

Address: 2033 MAIN STREET, SUITE 400, SARASOTA, FL 34237

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. ANDREW BADOLATO, INTERIM CEO AND DIRECTOR

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

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*Delaware**The First State*

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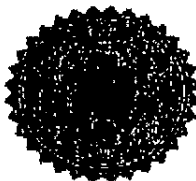
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BIO-FLAVORANCE TECHNOLOGIES AND RESEARCH, 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 TWENTY-FOURTH DAY OF MARCH, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BIO-FLAVORANCE TECHNOLOGIES AND RESEARCH, INC." WAS INCORPORATED ON THE TWENTY-SECOND DAY OF DECEMBER, A.D. 2004.

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

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



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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3765894

DATE: 03-24-05

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