

To: FL Dept. of State
Subject: 000438-6627

From: Katie Wensch

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

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FOREIGN PROFIT QUALIFICATION

ITHAKA ACQUISITION CORP.

Certificate of Status	0
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To: FL Dept. of State
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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. Ithaka Acquisition Corp.
(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. 20-2620798
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. April 4, 2005 5. Perpetual
(Date of incorporation) (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. 100 South Pointe Drive, 23rd Floor, Miami, Florida 33139
(Principal office address)

(Current mailing address)
8. All lawful 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: National Corporate Research, Ltd., Inc.
Office Address: 103 N. Meridian Street
Tallahassee, Florida 32301
(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) IDA BOROVSKY, ASST. SECY.
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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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

A. DIRECTORS

Chairman: Paul A. Brooke (and Chief Executive Officer)

Address: c/o Ithaka Acquisition Corp.

100 South Pointe Drive, 23rd Floor, Miami, Florida 33139

Vice Chairman: _____

Address: _____

Director: Eric Hecht

Address: c/o Ithaka Acquisition Corp.

100 South Pointe Drive, 23rd Floor, Miami, Florida 33139

Director: John Glazer

Address: c/o Ithaka Acquisition Corp.

100 South Pointe Drive, 23rd Floor, Miami, Florida 33139

B. OFFICERS

President: Eric Hecht

Address: c/o Ithaka Acquisition Corp.

100 South Pointe Drive, 23rd Floor, Miami, Florida 33139

Vice President: _____

Address: _____

Secretary: John Glazer (and Chief Operating Officer)

Address: c/o Ithaka Acquisition Corp., 100 South Pointe Drive, 23rd Floor, Miami, Florida 33139

Treasurer: John Glazer (and Chief Operating Officer)

Address: c/o Ithaka Acquisition Corp., 100 South Pointe Drive, 23rd Floor, Miami, Florida 33139

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. Eric Hecht, President

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

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Delaware

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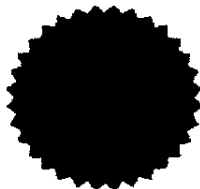
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ITHAKA ACQUISITION CORP." 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 SIXTH DAY OF APRIL, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ITHAKA ACQUISITION CORP." WAS INCORPORATED ON THE FOURTH DAY OF APRIL, A.D. 2005.

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



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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3793417

DATE: 04-06-05
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