

To: 'FL Dept. of State'
Subject: 000173.36 65

From: Katie Wong

Wednesday, April 13, 2005 3:33 PM Page: 1 of 4

F05000002290

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H05000091264 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 APR 13 AM 8:18

FILED

FOREIGN PROFIT QUALIFICATION

RIVERBEND ACQUISITION CORPORATION

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

RECEIVED
05 APR 13 PM 3:59
H05000002290
CORPORATION

Electronic Filing Menu

Corporate Filing

Public Access Help

H05000091264 3

**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. Riverbend Acquisition Corporation
(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. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. May 27, 2004 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification."
(SBE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 49 Royal Palm Pointe, #204, Vero Beach, FL 32960
(Principal office address)

Same as above
(Current mailing address)

8. Corporate acquisitions
(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 or Mail Drop Box **NOT** acceptable)

Name: NRAI Services, Inc.

Office Address: 2731 Executive Park Drive, Suite 4

Weston, Florida 33331
(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.

NRAI Services, Inc.

By: Paul J. Hagan
(Registered agent's signature)

Paul J. Hagan, Assistant Secretary

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:

H05000091264 3

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 APR 13 AM 8:18

FILED

H05000091264 3

A. DIRECTORS

Chairman: David D. Clarke

Address: 49 Royal Palm Pointe, #204, Vero Beach, FL 32960

Vice Chairman: _____

Address: _____

Director: Henry D. Clarke

Address: 49 Royal Palm Pointe, #204, Vero Beach, FL 32960

Director: Donna L. Clarke

Address: 49 Royal Palm Pointe, #204 Vero Beach, FL 32960

B. OFFICERS

President: Henry D. Clarke

Address: 49 Royal Palm Pointe, #204, Vero Beach, FL 32960

Vice President: N/A

Address: _____

Secretary: Donna L. Clarke

Address: 49 Royal Palm Pointe, #204, Vero Beach, FL 32960

Treasurer: David D. Clarke

Address: 49 Royal Palm Pointe, #204, Vero Beach, FL 32960

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

13. Henry D. Clarke
(Signature of Director or Officer listed in number 12 of the application)

14. Henry D. Clarke, President
(Typed or printed name and capacity of person signing application)

FILED
05 APR 13 AM 8:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H05000091264 3

Delaware

The First State

H05000091264 3

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RIVERBEND ACQUISITION CORPORATION" 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 APRIL, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "RIVERBEND ACQUISITION CORPORATION" WAS INCORPORATED ON THE TWENTY-SEVENTH DAY OF MAY, 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.



3809079 8300

050299148

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3809244

DATE: 04-13-05

H05000091264 3