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FOREIGN PROFIT QUALIFICATION

RIVERBEND ACQUISITION CORPORATION

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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. 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: 
(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:

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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)

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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 "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.

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050299148



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

DATE: 04-13-05

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