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DIVISION OF CORPORATION

FOREIGN PROFIT QUALIFICATION

Nuance Global Traders (USA) Inc.

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J. BRYAN ADD 1 A 2005

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.

FILED
2005 APR 13 AM 9:44
UNIVERSITY CORPORATIONS
ALLAHASSEE, FLORIDA

1. Nuance Global Traders (USA) 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. California

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

3. 94-3096511

(FEI number, if applicable)

4. 5/19/89

(Date of incorporation)

5. Perpetual

(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. 5925 Airport Road, Suite 300, Ontario L4V 1W1 Canada

(Principal office address)

5925 Airport Road, Suite 300, Ontario L4V 1W1 Canada

(Current mailing address)

8. Airport Concession Sales

(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: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation

(City)

Florida 33314

(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.

CT Corporation System

By: _____

(Registered agent's signature)

STEVEN P. ZIMMER
SPECIAL 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:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____
_____Director: Roberto GrazianiAddress: c/o 5925 Airport Road, Suite 300Mississauga, Ontario L4V 1W1 CanadaDirector: Christopher WoodAddress: c/o 5925 Airport Road, Suite 300Mississauga, Ontario L4V 1W1 Canada**B. OFFICERS**President: Richard Rendek (CEO)Address: 5925 Airport Road, Suite 300Mississauga, Ontario L4V 1W1 CanadaVice President: N/AAddress: _____
_____Secretary: Kathy KendallAddress: 5925 Airport Road, Suite 300, Mississauga, Ontario L4V 1W1 CanadaTreasurer: Gary Cavanagh (CFO)Address: 5925 Airport Road, Suite 300, Mississauga, Ontario L4V 1W1 Canada**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.13. Kathy Kendall

(Signature of Director or Officer listed in number 12 of the application)

14. Kathy Kendall, Secretary

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

FILED
2005 APR 13 AM 9:44
CLERK OF CIRCUIT COURT
TALLAHASSEE, FLORIDA

**State of California
Secretary of State**

FILED
2005 APR 13 AM 9:44
CLYDE W. McPHERSON
TALLAHASSEE, FLORIDA

**CERTIFICATE OF STATUS
DOMESTIC CORPORATION**

I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That on the 19TH day of MAY, 1999, NUANCE GLOBAL TRADERS (USA) INC. became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger, conversion or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal
of the State of California this day
of April 12, 2005.



BRUCE McPHERSON
Secretary of State