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CT CORPORATION

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

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DIVISION OF CORPORATION

FOREIGN PROFIT QUALIFICATION

Agcert Services (USA), Inc.

Certificate of Status	0
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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSEACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSEACT BUSINESS IN THE STATE OF FLORIDA.

1. AGCERT SERVICES (USA), INC.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present)

2. DELAWARE 3. 20-2289226
(State or country under the law of which it is incorporated) (FBI number, if applicable)

4. DECEMBER 14, 2004 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. JANUARY 1, 2005
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 607.153, F.S.)

7. 1901 S. Harbor City Blvd Suite 300
MELBOURNE, FL 32901
(Current mailing address)

To engage in any lawful act or activity for which corporations may be organized under the general corporation law of Delaware
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

8 Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(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

(Registered agent's signature)

Sohan Dindyal
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 addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)
Name: SOHAN CT System Online

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TALLAHASSEE FLORIDA

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Director
Chairman Alan M. BishopAddress: 1901 S. Harbor City Blvd Suite 300
MELBOURNE, FL 32901Director
Vice Chairman DAVID P. SzostakAddress: 1901 S. Harbor City Blvd Suite 300
MELBOURNE, FL 32901Director: Stephen A. MagidaAddress: 303 S. Broadway Suite 229
Tarrytown, NY 10591

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: John McMorrisAddress: 1901 S. Harbor City Blvd Suite 300
MELBOURNE, FL 32901Vice President: DAVID P. SzostakAddress: 1901 S. Harbor City Blvd Suite 300
MELBOURNE, FL 32901Secretary: Stephen A. MagidaAddress: 303 S. Broadway Suite 229
Tarrytown, NY 10591Treasurer: Alan M. BishopAddress: 1901 S. Harbor City Blvd Suite 300
MELBOURNE, FL 32901

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

13. Step A. Magida, Secretary
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)14. Stephen A. Magida, Secretary
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

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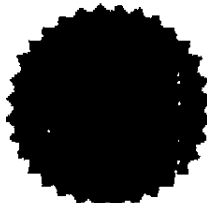
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AGCERT SERVICES (USA), 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 NINETEENTH DAY OF APRIL, A.D. 2005.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3896500 8300

AUTHENTICATION: 3822737

050317034

DATE: 04-19-05

TOTAL P.04