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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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TALLAHASSEE, FLORIDA

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05 MAY -2 PM 12:49
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 345617 7187229

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : $ 78.75

FILED
05 MAY -2 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : April 29, 2005

ORDER TIME : 11:43 AM

ORDER NO. : 345617-005

CUSTOMER NO: 7187229

CUSTOMER: Sandra L. Wainer
Perkins Coie Llp
Suite 700
1899 Wynkoop Street
Denver, CO 80202

FOREIGN FILINGS

NAME: CANGEN HOLDINGS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Heather Chapman -- EXT# 2908

EXAMINER: ____________________

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

FILED
05 MAY -2 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, 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. CanGen Holdings, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp," "Inc," "Co," or "Corp.")

CanGen Holdings, Inc. of Delaware
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

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

3. 03-0560191
(FEI number, if applicable)

4. April 28, 2005
(Date of incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 9600 18th Street N., St. Petersberg, FL 33716
(Principal office address)

(Current mailing address)

8. To transact all lawful business for which a corporation may be incorporated.
(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: Corporation Service Company

Office Address: 1201 Hays 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.

Corporation Service Company
By: [signature]
(Registered agent's signature)

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: Thomas L. Kelly II

Address: 511 16th Street, Suite 600

Denver, CO 80202

Vice Chairman: John W. Flanigan

Address: 511 16th Street, Suite 600

Denver, CO 80202

Director: Steven Greene

Address: 75 Fifth Street, NW, Suite 1025

Atlanta, GA 30308

Director:

Address:

B. OFFICERS

President: John W. Flanigan

Address: 511 16th Street, Suite 600

Denver, CO 80202

Vice President:

Address:

Asst Secretary: Steven Greene

Address: 75 Fifth Street, NW, Suite 1025, Atlanta, GA 30308

Treasurer:

Address:

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. John W. Flanigan, President
(Typed or printed name and capacity of person signing application)

Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CANGEN HOLDINGS, 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 TWENTY-EIGHTH DAY OF APRIL, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CANGEN HOLDINGS, INC." WAS INCORPORATED ON THE TWENTY-EIGHTH DAY OF APRIL, A.D. 2005.

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

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3956314 8300

AUTHENTICATION: 3844756

050344090

DATE: 04-28-05