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FOREIGN PROFIT QUALIFICATION

COCONUT PALM ACQUISITION CORP.

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002



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

May 4, 2005

COCONUT PALM ACQUISITION CORP.  
595 SOUTH FEDERAL HIGHWAY, SUITE 600  
BOCA RATON, FL 33432

SUBJECT: COCONUT PALM ACQUISITION CORP.  
REF: W05000022563

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Division of Corporations - P.O. BOX 6827 - Tallahassee, Florida 32314

H050001123193

# **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.**

## **Coconut Palm Acquisition Corp.**

(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. Delaware

3. 20-2763411

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

(FBI number, if applicable)

4. April 29, 2005

5. Perpetual

(Date of incorporation)

(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. 585 South Federal Highway, Suite 880 Boca Raton, FL 33432

(Principal office address)

(Current mailing address)

8. The Corporation is formed to engage in any lawful act or activity for which corporations may be organized under the Business Corporation Act.

(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: National Corporate Research, Ltd., Inc.

Office Address: 103 N. Meridian 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.*

*IDA BOROVY*

(Registered agent's signature) IDA BOROVY, ASST. SECY.

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.

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## 12. Names and business addresses of officers and/or directors:

## A. DIRECTORS

Chairman: Richard C. RoehenAddress: 595 South Federal Highway, Suite 600Boca Raton, FL 33432Vice Chairman: Stephen J. RuzkaAddress: 595 South Federal Highway, Suite 600Boca Raton, FL 33432Director: Jack I. RuffAddress: 595 South Federal Highway, Suite 600Boca Raton, FL 33432Director: Mario B. FerrariAddress: 595 South Federal Highway, Suite 600Boca Raton, FL 33432

## B. OFFICERS

President: See Addendum

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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

13. [Signature]

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

14. Robert C. Parentoni Vice President

(Typed or printed name and capacity of person signing application) H050001123193

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**Addendum**

**Additional Directors and Officers of Coconut Palm Acquisition Corp.**

**A. Directors**

**Director:** Robert C. Farenhem  
**Address:** 595 South Federal Highway, Suite 600  
Boca Raton, FL 33432

**B. Officers**

**Chief Executive Officer:** Richard C. Rochon  
**Address:** 595 South Federal Highway, Suite 600  
Boca Raton, FL 33432

**Vice President:** Jack I. Ruff  
**Address:** 595 South Federal Highway, Suite 600  
Boca Raton, FL 33432

**Vice President:** Mario B. Ferrari  
**Address:** 595 South Federal Highway, Suite 600  
Boca Raton, FL 33432

**Vice President:** Robert C. Farenhem  
**Address:** 595 South Federal Highway, Suite 600  
Boca Raton, FL 33432

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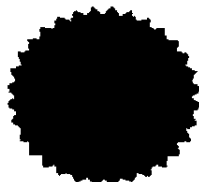
*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COCONUT PALM ACQUISITION CORP." 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 SECOND DAY OF MAY, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "COCONUT PALM ACQUISITION CORP." WAS INCORPORATED ON THE TWENTY-NINTH DAY OF APRIL, A.D. 2005.

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

2005 MAY -3 A 10:13  
SECRETARY OF STATE  
HALLMARKS ETC. CO.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 3851094

DATE: 05-02-05

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