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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

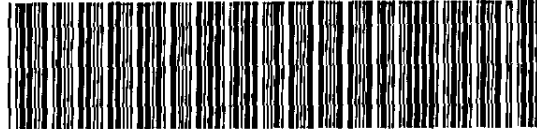
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TALLAHASSEE, FLORIDA

RECEIVED
05 MAY 26 AM 10:29
TALLAHASSEE, FLORIDA

Incorporating Services - M. Murry

Requester's Name

Address

656-7956

City/State/Zip

Phone #

Office Use Only

FILED
05 MAY 26 AM 10:29
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1. North American Exchange Company
(Corporation Name) (Document #)
- 2. _____
(Corporation Name) (Document #)
- 3. _____
(Corporation Name) (Document #)
- 4. _____
(Corporation Name) (Document #)

- Walk in Pick up time 5/27 Certified Copy
- Mail out Will wait Photocopy Certificate of Status

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials

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
05 MAY 26 AM 10:29
TALLAHASSEE STATE
TALLAHASSEE, FLORIDA

1. North American Exchange Company
(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. California 3. 20-2833986
(State or country under the law of which it is incorporated) (FBI number, if applicable)

4. May 2, 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. 8105 Irvine Center Drive - 15th Floor, Irvine, California 92618
(Principal office address)

8105 Irvine Center Drive - 15th Floor, Irvine, California 92618
(Current mailing address)

8. exchange accommodation services as permitted by Section 1031 of Internal Revenue Code.
(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: Incorporating Services, Ltd.

Office Address: 2855 Apalachee Parkway, Bldg. A, Suite 16

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.

Melissa A. Murry
(Registered agent's signature)

Melissa A. Murry, 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: _____ SEE ATTACHED SHEET

Address: _____

Vice Chairman: _____ SEE ATTACHED SHEET

Address: _____

Director: _____ SEE ATTACHED SHEET

Address: _____

Director: _____ SEE ATTACHED SHEET

Address: _____

B. OFFICERS

President: _____ SEE ATTACHED SHEET

Address: _____

Vice President: _____ SEE ATTACHED SHEET

Address: _____

Secretary: _____ SEE ATTACHED SHEET

Address: _____

Treasurer: _____ SEE ATTACHED SHEET

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. _____
Anita C. Demmon, President
(Typed or printed name and capacity of person signing application)

North American Exchange Company

12. A. Directors

Stephen H. Gordon
8105 Irvine Center Drive
15th Floor
Irvine, California 92618

David D. DePillo
8105 Irvine Center Drive
15th Floor
Irvine, California 92618

Christopher G. Hagerty
8105 Irvine Center Drive
15th Floor
Irvine, California 92618

Timothy S. Harris
8105 Irvine Center Drive
15th Floor
Irvine, California 92618

Anita C. Demmon
8105 Irvine Center Drive
15th Floor
Irvine, California 92618

12. B. Officers

Anita C. Demmon, President
8105 Irvine Center Drive
15th Floor
Irvine, California 92618

Wendy Gallagher, Vice President
8105 Irvine Center Drive
15th Floor
Irvine, California 92618

Kathy Rice, Vice President
8105 Irvine Center Drive
15th Floor
Irvine, California 92618

Adam Skarsgard, Vice President
8105 Irvine Center Drive
15th Floor
Irvine, California 92618

Richard A. Sanchez, Secretary
8105 Irvine Center Drive
15th Floor
Irvine, California 92618

State of California
Secretary of State

CERTIFICATE OF STATUS
DOMESTIC CORPORATION

I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify that on the 2nd day of May, 2005, NORTH AMERICAN EXCHANGE COMPANY became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; 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 May 25, 2005.



A handwritten signature in cursive script, appearing to read "Bruce McPherson".

BRUCE McPHERSON
Secretary of State