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Florida Department of State
Division of Corporations
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From: Account Name : COBB & COLE
Account Number : I20030000050
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M. HODGES

FOREIGN PROFIT QUALIFICATION

REUP America Group, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

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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.

1. REUP America Group, Inc.
(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. Delaware 3. 20-1300168
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. June 24, 2004 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 181 S. Washington St., Ormond Beach, FL 32174
(Principal office address)

350 West 50th St., Unit 5T, New York, NY 10019
(Current mailing address)

8. Investment services
(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: Palmetto Charter Services, Inc.


Office Address: 150 Magnolia Avenue

Daytona Beach, Florida 32114
(City) (Zip code)

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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.


(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: H05000157661 3

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A. DIRECTORS

Chairman: Michael L. Gist

Address: 181 S. Washington St.

Ormond Beach, FL 32174

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Michael L. Gist

Address: 181 S. Washington St.

Ormond Beach, FL 32174

Vice President: _____

Address: _____

Secretary: Michael L. Gist

Address: 181 S. Washington St., Ormond Beach, FL 32174

Treasurer: Michael L. Gist

Address: 181 S. Washington St., Ormond Beach, FL 32174

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

13 Michael L. Gist

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

14 Michael L. Gist, President

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

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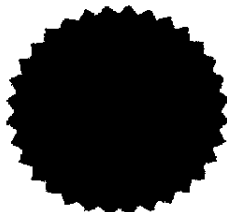
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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "REUP AMERICA GROUP, 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-FOURTH DAY OF JUNE, A. D. 2005.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3977811

DATE: 06-24-05

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