

Jul 22 05 03:16p
Division of Corporations

Lidia Lott

850-942-6446

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Florida Department of State
Division of Corporations
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DIVISION OF CORPORATIONS

FOREIGN PROFIT QUALIFICATION

Enclipse Holdings Inc.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$70.00

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Corporate Filing

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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. Eclipse Holdings 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. 20-2804748
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 5/13/2005 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification."
(SEE SECTIONS 607.1501, 607.1502 and 817.133, F.S.))
7. 750 2nd Street NE, Suite 126, Hopkins, MN 55343
(Principal office address)

750 2nd Street NE, Suite 126, Hopkins, MN 55343
(Current mailing address)
8. Real Estate Investments.
(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 or Mail Drop Box **NOT** acceptable)

Name: NRAI Services, Inc.

Office Address: 2731 Executive Park Drive, Suite 4

Weston, Florida 33331
(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.

NRAI Services, Inc.
By: 
(Registered agent's signature)
Jackie Sorman, 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:

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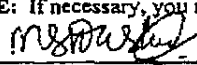
A. DIRECTORSChairman: Srini MallapadiAddress: 731 2nd Street NEHopkins, MN 55343Vice Chairman: Vineet SinhaAddress: 3513 E Burnsville PkwyBurnsville, MN 55337Director: Mohammed HalimAddress: 5561 Bellevue CircleDublin, CA 94368

Director: _____

Address: _____

B. OFFICERSPresident: Srini MallapadiAddress: 731 2nd Street NEHopkins, MN 55343Vice President: Vineet SinhaAddress: 3513 E Burnsville PkwyBurnsville, MN 55337Secretary: Mohammed HalimAddress: 5561 Bellevue Circle, Dublin, CA 94368Treasurer: Mohammed HalimAddress: 5561 Bellevue Circle, Dublin, CA 94368

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. Srini Mallapadi, President
(Typed or printed name and capacity of person signing application)

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Delaware

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The First State

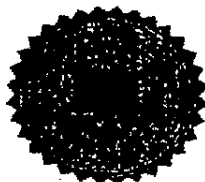
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ENCLIPSE HOLDINGS INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTIETH DAY OF JULY, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ENCLIPSE HOLDINGS INC." WAS INCORPORATED ON THE THIRTEENTH DAY OF MAY, A.D. 2005.

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

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4034604

DATE: 07-20-05

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