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(((H05000176387 3)))

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FOREIGN PROFIT QUALIFICATION

FPH CAPITAL, INC.

Certificate of Status	1
Certified Copy	1
Page Count	03
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Electronic Filing Menu

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J. BRYAN JUL 25 2005

Audit No. H05000176387 3

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 2005 JUL 22 AM 9:46 ALLIANCE CORPORATIONS FLORIDA

1. FPH CAPITAL, 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. CALIFORNIA 3. 81-0577104 (State or country under the law of which it is incorporated) (FEI number, if applicable)

4. October 28, 2002 5. Perpetual (Date of incorporation) (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. 9889 BLACKGOLD ROAD, LA JOLLA, CA 92037 (Principal office address)

9889 BLACKGOLD ROAD, LA JOLLA, CA 92037 (Current mailing address)

8. Engage in any lawful act or activity a corporation may do under corporation law. (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: RICHARD A. WOOD, ESQ.

Office Address: 1395 BRICKELL AVENUE, 14TH FLOOR

MIAMI, Florida 33131 (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.

(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:

Audit No. H05000176387 3

A. DIRECTORS

Chairman: FAH S. LIEW

Address: 9889 BLACKGOLD ROAD, LA JOLLA, CA 92037

Vice Chairman:

Address:

Director: POLLY LIEW

Address: 9889 BLACKGOLD ROAD, LA JOLLA, CA 92037

Director:

Address:

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B. OFFICERS

President: FAH S. LIEW

Address: 9889 BLACKGOLD ROAD, LA JOLLA, CA 92037

Vice President:

Address:

Secretary: POLLY LIEW

Address: 9889 BLACKGOLD ROAD, LA JOLLA, CA 92037

Treasurer: POLLY LIEW

Address: 9889 BLACKGOLD ROAD, LA JOLLA, CA 92037

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. FAH S. LIEW, as President

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

Audit No. H05000176387 3

Audit No. H05000176387 3

**State of California
Secretary of State**

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**CERTIFICATE OF STATUS
DOMESTIC CORPORATION**

I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That on the 28TH day of OCTOBER, 2002, FPH CAPITAL, INC. became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; 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 July 8, 2005.



BRUCE McPHERSON
Secretary of State

Audit No. H05000176387 3