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To:

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Fax Number : (850)205-0383

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305)672-0686
Fax Number : (305)672-9110

FOREIGN PROFIT QUALIFICATION

KRFS Holdings, Inc.

Certificate of Status	1
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Page Count	04
Estimated Charge	\$78.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1303, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:**

1. KRFS 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
(State or country under the law of which it is incorporated)
3. _____
(FEI number, if applicable)
4. June 3, 2005
(Date of incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. 2005
(Date first transacted business in Florida, if prior to registration)
(See Section 607.1301 & 607.1302, F.S., to determine penalty liability)
7. 2699 S. Bayshore Drive, Suite 300 Miami, FL 33133
(Principal office address)
2699 S. Bayshore Drive, Suite 300 Miami, FL 33133
(Current mailing address)
8. Any lawful purpose.
(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: Gerald A. Michelson
Office Address: 2699 S. Bayshore Drive
Miami, Florida 33133
(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.
Gerald Michelson
(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.

Comiter, Singer & Baseman, LLP
3801 PGA Boulevard, Suite 604
Palm Beach Gardens FL 33410
561-628-2101

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

A. DIRECTORS

Director: James R. Kaufman

Address: 2599 S. Bayshore Drive, Suite 300
Miami FL 33133

Director: Gerald A. Michelson

Address: 2699 S. Bayshore Drive, Suite 300
Miami FL 33133

Director: Keith S. Sharkey

Address: 2699 S. Bayshore Drive, Suite 300
Miami FL 33133

Director: Blain L. Heckaman

Address: 2699 S. Bayshore Drive, Suite 300
Miami FL 33133

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

13. Gerald A. Michelson
(Signature of Director or Officer listed in number 12 of the application)

14. Gerald A. Michelson Director
(Typed or printed name and capacity of person signing application)

Comiter, Singer & Baseman, LLP
3801 PGA Boulevard, Suite 604
Palm Beach Gardens FL 33410
561-826-2101

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "KRFS 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 FIRST DAY OF JULY, A.D. 2005.

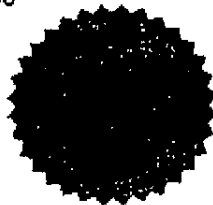
AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "KRFS HOLDINGS, INC." WAS INCORPORATED ON THE THIRD DAY OF JUNE, A.D. 2005.

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AUTHENTICATION: 3996046

DATE: 07-01-05

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State