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CT CORP

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Division of Corporations

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Florida Department of State
Division of Corporations
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FOREIGN PROFIT QUALIFICATION

Solicor USA, Inc.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 05 |
| Estimated Charge | \$78.75 |

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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8/31/2005

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. Sollicor USA, 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. Applied For

(FBI number, if applicable)

4. August 29 th 2005

(Date of incorporation)

5. Perpetual

(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. 4010 Clay Street Point of Rocks, MD 21777

(Principal office address)

Po Box 285 Point of Rocks, MD 21777

(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
under the general corporation law.

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation

(City)

, Florida 33324

(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.

CT Corporation System

By: Bonnie A. Schuman

(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:

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TALLAHASSEE, FLORIDA

A. DIRECTORS

Chairman: Marc Dutil (Executive Officer)

Address: 11535, 1re Avenue, bureau 500

Ville de Saint Georges, Quebec

Vice Chairman: _____

Address: _____

Director: Marcel Dutil

Address: 270, chemin Du Tremblay

Boucherville, Quebec 74B5x9

Director: _____

Address: _____

B. OFFICERS

President: Luc Pelland

Address: 270, chemin Du Tremblay

Boucherville, Quebec 74B5x9

Vice President: Richard Vincent (VP of Research and Development)

Address: 270, chemin Du Tremblay

Boucherville, Quebec 74B5x9

Secretary: Louis Guerin

Address: 270, chemin Du Tremblay Boucherville, Quebec 74B5x9

Treasurer: Charles Pinel (VP of Finance)

Address: 270, chemin Du Tremblay Boucherville, Quebec 74B5x9

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. Mary K Gordon Assistant Secretary

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

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TALLAHASSEE, FLORIDA

08/31/2005 14:29 8502227515
AUG-31-2005 12:47 CT CORPORATION

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Additional Officer list

Marc Dutil Chief Executive Officer
11535, 1re Avenue, bureau 500
Ville de Saint Georges, Quebec G5Y7H5

Mary K Gordon Assistant Secretary
4010 Clay Street
Po Box 285
Point of Rocks, MD 21777

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CT CORPORATION

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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SOLICOR USA, 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 THIRTIETH DAY OF AUGUST, A.D. 2005.

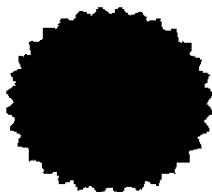
AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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050715272



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4125603

DATE: 08-30-05

TOTAL P.01