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DIVISION OF CORPORATION

FOREIGN PROFIT QUALIFICATION

TOMAHAWK ACQUISITION CORP.

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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. TOMAHAWK ACQUISITION CORP.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware
(State or country under the law of which it is incorporated)
3. Applied for
(FBI number, if applicable)
4. 09/01/2005
(Date of incorporation)
5. 20-3401933
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon date of 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 817.155, F.S.)
7. 101 East Kennedy Blvd., Suite 3300, Tampa, FL 33611
(Principal office address)
101 East Kennedy Blvd., Suite 3300, Tampa, FL 33611
(Current mailing address)
8. Blank check company
(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: Mark E. Chesen
Office Address: 101 East Kennedy Blvd., Suite 3300
Tampa, Florida 33611
(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.

Mark E Chesen

(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.

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

A. DIRECTORS

Chairman: Peter CollinsAddress: 101 East Kennedy Blvd., Suite 3300Tampa, FL 33611

Director

Vice Chairman: Mark ChasenAddress: 101 East Kennedy Blvd., Suite 3300Tampa, FL 33611Director: Robert MoreyraAddress: 101 East Kennedy Blvd., Suite 3300Tampa, FL 33611Director: Geoffrey FrankelAddress: 101 East Kennedy Blvd., Suite 3300Tampa, FL 33611

B. OFFICERS

President: & CEO Mark ChasenAddress: 101 East Kennedy Blvd., Suite 3300Tampa, FL 33611Vice President: & Secretary Robert MoreyraAddress: 101 East Kennedy Blvd., Suite 3300Tampa, FL 33611Vice President: Geoffrey Frankel

Secretary:

Address: 101 East Kennedy Blvd., Suite 3300, Tampa, FL 33611Vice President: Matthew Karlson

Treasurer:

Address: 101 East Kennedy Blvd., Suite 3300, Tampa, FL 33611

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

13. Mark E. Chasen

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Mark E. Chasen, President

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

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Delaware

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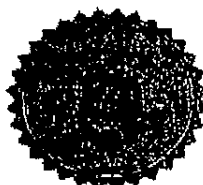
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TOMAHAWK ACQUISITION CORP." 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 SECOND DAY OF SEPTEMBER, A.D. 2005.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TOMAHAWK ACQUISITION CORP." WAS INCORPORATED ON THE FIRST DAY OF SEPTEMBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4133226

DATE: 09-02-05

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