

UCC SERVICES

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Division of Corporations

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Florida Department of State

Division of Corporations

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TALLAHASSEE, FLORIDA

FOREIGN PROFIT QUALIFICATION

N126CH, Inc.

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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. N126CH, 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

(FEI number, if applicable)

4. November 17, 2005

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon registration

(Date first transacted business in Florida, if prior to registration)

(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 2930 Biscayne Boulevard, Miami, Florida 33137

(Principal office address)

2930 Biscayne Boulevard, Miami, Florida 33137

(Current mailing address)

8. Any lawful act for which corporations may be organized.

(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: Sharon Christenbury, Esq.

Office Address: 2930 Biscayne Boulevard

Miami

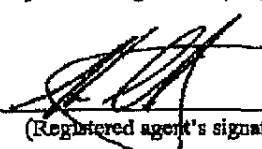
(City)

Florida 33137

(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:

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A. DIRECTORSChairman: Sonny KahnAddress: 2930 Biscayne Boulevard
Miami, FL 33137Vice Chairman: Russell W. GalbutAddress: 2930 Biscayne Boulevard
Miami, FL 33137

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERSPresident: Russell W. GalbutAddress: 2930 Biscayne Boulevard
Miami, FL 33137Vice President: Sharon ChristenburyAddress: 2930 Biscayne Boulevard
Miami, FL 33137Secretary: Shlomo DachohAddress: 2930 Biscayne Boulevard, Miami, FL 33137Treasurer: Joseph ZdonAddress: 2930 Biscayne Blvd., Miami, FL 33137Asst. Treasurer: Pablo de Amalgro

Same Address

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. Sharon Christenbury, Vice President

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

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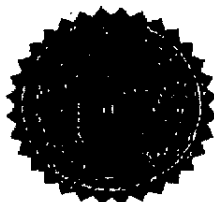
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "N126CH, 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 EIGHTEENTH DAY OF NOVEMBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "N126CH, INC." WAS INCORPORATED ON THE SEVENTEENTH DAY OF NOVEMBER, A.D. 2005.

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

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TALLAHASSEE, FLORIDA



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4308742

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DATE: 11-18-05