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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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To:
Division of Corporations
Fax Number : (850) 205-0383

From:
Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

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DIVISION OF CORPORATION

FOREIGN PROFIT QUALIFICATION

ORIGEN USA INC.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

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

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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. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Origen 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 3. Applied for
(State or country under the law of which it is incorporated) (FBI number, if applicable)

4. November 14, 2005 5. Perpetual
(Date of incorporation) (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. c/o Turkel Schaps, Inc., 2871 Oak Avenue, Coconut Grove, FL 33133-5207
(Principal office address)
c/o Turkel Schaps, Inc., 2871 Oak Avenue, Coconut Grove, FL 33133-5207
(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized or authorized to transact business
(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: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida 32301
(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.

Corporation Service Company
By: Laura R. Dunlap
(Registered agent's signature) **Laura R. Dunlap
as its agent**

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. DIRECTORS

Chairman: Bruce Turkel

Address: c/o Turkel Schaps, Inc., 2871 Oak Avenue, Coconut Grove, FL 33133-5207

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Vice Chairman: _____

Address: _____

Director: Roberto S. Schaps

Address: c/o Turkel Schaps, Inc., 2871 Oak Avenue, Coconut Grove, FL 33133-5207

Director: _____

Address: _____

B. OFFICERS

President: Roberto S. Schaps

Address: c/o Turkel Schaps, Inc., 2871 Oak Avenue, Coconut Grove, FL 33133-5207

Vice President: _____

Address: _____

Secretary: Bruce Turkel

Address: c/o Turkel Schaps, Inc., 2871 Oak Avenue, Coconut Grove, FL 33133-5207

Treasurer: _____

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. Bruce Turkel, Chairman and Secretary

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

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**ORIGEN USA INC.
ADDITIONAL OFFICER**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

<u>Name</u>	<u>Address</u>	<u>Office</u>
Howard Kailes	c/o McCarter & English, LLP Four Gateway Center 100 Mulberry Street Newark, New Jersey 07102	Assistant Secretary

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Delaware

The First State

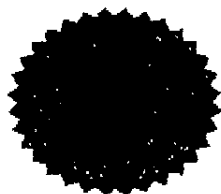
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ORIGEN USA INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTEENTH DAY OF NOVEMBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ORIGEN USA INC." WAS INCORPORATED ON THE FOURTEENTH 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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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4297093

DATE: 11-15-05

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