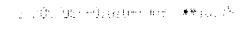
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Island Medical & Business Center 1648 Periwinkle Way, Suite B • Sanibel, FL 33957 Tel: 239.344,1100 • Fax: 239.472.5129 • www.henlaw.com

Fort Myers • Bonita Springs

Reply to David M. Platt Licensed in Flonda and Michigan Direct Dial Number 239,344,1355 E-Mail: david.platt@henlaw.com

December 6, 2005

## VIA US MAIL

Registration Section Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

Re:

Roja-El-Sole, Inc.

### Ladies:

Enclosed please find an Application by Foreign Corporation for Authorization to Transact Business in Michigan for the above-referenced corporation together with a Certificate of Good Standing issued by the Corporations and Securities Bureau of the State of Michigan, indicating that the domiciliary corporation is in good standing. I am also enclosing a check in the amount of \$78.75 representing the filing fee and request a certified copy to register the above foreign corporation to transact business in Florida.

Please return all information, including the certified copy to this office. I have enclosed a self-addressed, stamped envelope for your convenience.

If you have any comments or questions, or require anything further, please do not hesitate to contact me.

Sincerely,

Dovid M Diett

DMP/iep Enclosures

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

In compliance with F.S. 607.1503, the following is submitted to register a foreign corporation to transact business in the State of Florida:

- 1. The name of the Corporation is: **ROJA-EL-SOLE**, **INC.**
- 2. The State or Country under the law of which it is incorporated is: Michigan.
- 3. Federal Employer Identification No., if applicable: 36-4370827
- 4. Date of Incorporation:

May 11, 2000

- Duration:
- Perpetual
- 6. Date first transaction business in Florida, if prior to Registration: N/A
- 7. Principal Office Address:

3741 Davison Rd. Flint, Michigan 48506

Principal Mailing Address:

Same as above.

8. Purpose of Corporation:

The purpose for which the corporation is organized is the transaction of any and all lawful business under the Florida Business Corporation Act, as the same may from time to time be amended, including but not limited to the operation of a retail store.

9. Name and street address of Florida registered agent:

David M. Platt 1648 Periwinkle Way, Suite B Sanibel, Florida 33957

i0. Registered agent's acceptance:

Having been named as registered agent and to accept service of process of 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.

David M. Platt

Resident 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:

A. DIRECTOR(S)

Robert A. Anthony 3741 Davison Rd. Flint, Michigan 48506

#### **B. OFFICERS**

President:

Robert A. Anthony 3741 Davison Rd. Flint, Michigan 48506

Secretary/Treasurer:

Robert A. Anthony 3741 Davison Rd. Flint, Michigan, 48,806

13.

(Signature of Director or Officer listed in number 12 of the application)

14. Robert A. Anthony, President

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

## CONSENT TO ACTION BY THE SHAREHOLDER AND DIRECTOR

The undersigned, being the sole shareholder and director of Roja-El-Sole, Inc., a Michigan corporation, hereby consents to the following actions taken:

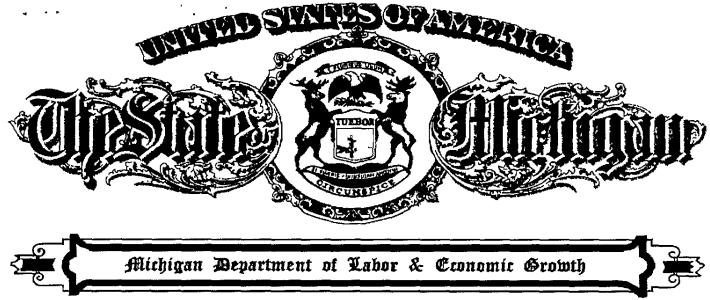
- 1. Registration as a Foreign Corporation. In anticipation of the Corporation's expansion into Kissimmee, Florida, the shareholder consent to the registration of the Corporation in the state of Florida as a foreign corporation.
- 2. <u>Authorization</u>. The shareholder authorizes Robert A. Anthony to execute such documents as may be necessary to complete the registration of the Corporation in the state of Florida with the Florida Secretary of State. Further, the Corporation authorizes David M. Platt of the law firm of Henderson, Franklin, Starnes and Holt, P.A. to act as the resident agent for the Corporation in the state of Florida.

This action would otherwise have been required or permitted to be taken pursuant to authorization voted at a meeting of the shareholder and/or Board of Directors; and this written consent shall be filed with the minutes of the proceedings of the shareholders and directors, and shall have the same effect as a vote of the shareholders and/or Board of Directors for all purposes.

Dated this <u>S</u> day of December, 2005

obert A. Anthony

Shareholder, Officer and Director



Lansing, Michigan

This is to Certify That

ROJA-EL-SOLE, INC.

was validly incorporated on May 11, 2000, as a Michigan profit corporation, and said corporation is validly in existence under the laws of this state.

This certificate is issued pursuant to the provisions of 1972 PA 284, as amended, to attest to the fact that the corporation is in good standing in Michigan as of this date and is duly authorized to transact business and for no other purpose.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.



Sent by Facsimile Transmission 862868

In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 29th day of November. 2005.

Ledien of There

Bureau of Commercial Services