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From: *David A. Guedes*
Account Name : AKERMAN, SENTERPITT & EIDSON, P.A.
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FOREIGN PROFIT QUALIFICATION

THE EL-AD GROUP, LTD., A DELAWARE CORPORATION

Certificate of Status	0
Certified Copy	1
Page Count	04
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M. HODGES

(H05000291629)

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:

THE EL-AD GROUP LTD., A DELAWARE CORPORATION

(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 as present.)

- 2. DELAWARE (State or country under the law of which it is incorporated)
3. 22-3183955 (FBI number, if applicable)
4. June 11, 1992 (Date of incorporation)
5. PERPETUAL (Duration: Year corp. will cease to exist or "perpetual")

6. UPON 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. 575 Madison Avenue, 22nd Floor, New York, NY 10022 (Principal office address)

8. Same as above (Current mailing address)

9. 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)

10. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
Name: American Information Services, Inc.
Office Address: One Southeast Third Avenue, 28th Floor
Miami, Florida 33131
(City) (Zip code)

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.

AMERICAN INFORMATION SERVICES, INC.

BY: [Signature]
Nery C. Toledo, Assistant Secretary

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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. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Orly Hackmon

Address: c/o 575 Madison Ave. 22nd Flr.
NY, NY 10022

Director: Sheara Arbit

Address: c/o 575 Madison Ave. 22nd floor
NY, NY 10022

B. OFFICERS

President: Orly Hackmon

Address: 575 Madison Ave. 22nd flr.
NY, NY 10022

Vice President: _____

Address: _____

Secretary: Sheara Arbit

Address: 575 Madison Avenue 22nd flr.
NY, NY 10022

Treasurer: _____

Address: _____

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

13.

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

14.

Orly Hackmon, President

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THE EL-AD GROUP, LTD., INC.

By: 
Name: Orly Hackmon
Title: President

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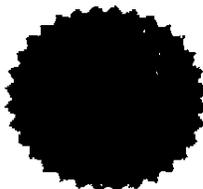
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Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE EL-AD GROUP, LTD." 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 SEVENTH DAY OF DECEMBER, A.D. 2005.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2300499 8300

AUTHENTICATION: 4350170

050989080

DATE: 12-07-05

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