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Florida Department of State
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To:

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

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : T20000000195
Phone : (850)521-1000
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DIVISION OF CORPORATION

Pls. give original faxed submission date as the date (see following fax confirmation page)

FOREIGN PROFIT QUALIFICATION

ENGEL & VOLKERS U.S. HOLDINGS, INC.

Thank you

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate of Status	0
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Corporate Filing

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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. Engel & Völkers U.S. Holdings, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Llc," "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) (FEI number, if applicable)
4. November 17, 2003 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon filing qualification
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 4901 Tamiami Trail North, Naples, Florida 34103
(Principal office address)
4901 Tamiami Trail North, Naples, Florida 34103
(Current mailing address)
8. U.S. franchisor of real estate brokerage master franchises
(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's registered agent: (P.O. Box NOT acceptable)
Name: Corporation Service Company
Office Address: 1201 Hwy 5 West
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, and the place designated in this application, I hereby accept the appointment as registered agent and agree to act in that capacity, 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.
By: Corporation Service Company
[Signature]
(Registered agent's signature)
11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application, by 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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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. DIRECTORS.

Chairman: _____
Address: _____

Vice Chairman: _____
Address: _____

Director: Sven Odia
Address: Stadthausbrucke 5
20355 Hamburg, Germany

Director: _____
Address: _____

B. OFFICERS

President: Sven Odia
Address: Stadthausbrucke 5
20355 Hamburg, Germany

Vice President: _____
Address: _____

Secretary: Thilo von Trotha
Address: Stadthausbrucke 5, 20355 Hamburg, Germany

Treasurer: Thilo von Trotha
Address: Stadthausbrucke 5, 20355 Hamburg, Germany

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

13. [Signature]
(Signature of Director or Officer listed in number 12 of the application)

14. Sven Odia, President
(Typed or printed name and capacity of person signing application)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Delaware

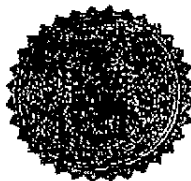
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ENGEL & VOLKERS U.S. HOLDINGS, 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 TWENTY-FIRST DAY OF DECEMBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ENGEL & VOLKERS U.S. HOLDINGS, 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.



4062810 8300

051048592

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4393540

DATE: 12-21-05