

F060000000376

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

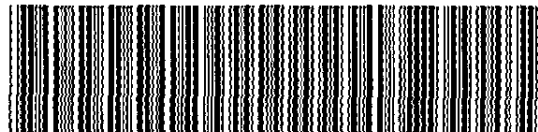
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JAN 23 2006

Capitol Office Center
3422 Old Capitol Trail, Suite 700
Wilmington, DE 19808-6192 (USA)

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January 11, 2006

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: H-CELL, INC.

Dear Secretary of State:

Please find enclosed the following documents:

Application for Authority to register a foreign corporation
Filing Fee
State of Delaware original official document (if required)

Please file these documents accordingly and return them to me along with a Certified Copy at the address above on this letterhead or in the enclosed pre-addressed envelope.

Any questions concerning this filing, you may reach me directly at 800-423-2993.

Thank you,



Lori M. Whitlock
General Manager

Enclosures

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. H-CELL, 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. October 5, 2005

(Date of incorporation)

5. Perpetual

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

6. Upon Authorization

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

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

7. 10350 W. Bay Harbor Drive, Suite 9E, Bay Harbor, FL 33154-1259

(Principal office address)

Same as above

(Current mailing address)

8. Sales

(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: Aida Cui

Office Address: 10350 W. Bay Harbor Dr., Ste. 9E

Bay Harbor

(City)

, Florida 33154-1259

(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. DIRECTORS

Chairman: FERENC DARVAS

Address: 115 MORGAN DRIVE
SEDONA, AZ 86351

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: FERENC DARVAS

Address: 115 MORGAN DRIVE
SEDONA, AZ 86351

Vice President: _____

Address: _____

Secretary: AIDA CCI

Address: 10350 W. BAY HARBOR DR. STE. 9E
BAY HARBOR 33154
FL

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. FERENC DARVAS / CHAIRMAN

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

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Delaware

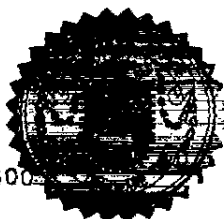
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "H-CELL, 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 TENTH DAY OF JANUARY, A.D. 2006.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "H-CELL, INC." WAS INCORPORATED ON THE FIFTH DAY OF OCTOBER, A.D. 2005.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4437955

4041000 8300

060025157

DATE: 01-10-06