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TALLAHASSEE FLORIDA

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FOREIGN PROFIT/NONPROFIT CORPORATION

Iuka Resources Exploration Inc.

Certificate of Status	0
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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. Iluka Resources Exploration Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 23 November 1988 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. N/A
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. _____
(Principal office address)
- 1301 Riverplace Blvd., Suite 700, Jacksonville, FL 32207
(Current mailing address)

8. Mineral Sands Exploration.
(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: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(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.

CT Corporation System

By: Connie Bryan
(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.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORSChairman: Matthew BlackwellOFFICE OF STATE
TALLAHASSEE FLORIDAAddress: 1301 Riverplace Blvd., Suite 700 Jacksonville, FL 32207Vice Chairman: David GrantAddress: 1301 Riverplace Blvd., Suite 700, Jacksonville, FL 32207Director: Mike FolwellAddress: 1301 Riverplace Blvd., Suite 700, Jacksonville, FL 32207Director: Steve WardAddress: 1301 Riverplace Blvd., Suite 700, Jacksonville, FL 32207**B. OFFICERS**President: Matthew BlackwellAddress: 1301 Riverplace Blvd., Suite 700, Jacksonville, FL 32207Vice President: Sue WillowerAddress: 1301 Riverplace Blvd., Suite 700, Jacksonville, FL 32207Secretary: Joseph MullinsAddress: 1301 Riverplace Blvd., Suite 700, Jacksonville, FL 32207Treasurer: Des AlfredAddress: 1301 Riverplace Blvd., Suite 700, Jacksonville, FL 32207

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

Delaware

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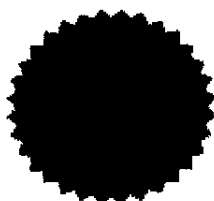
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ILUKA RESOURCES EXPLORATION 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 EIGHTH DAY OF FEBRUARY, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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DEPARTMENT OF STATE
TALLAHASSEE FLORIDA



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4510157

DATE: 02-08-06