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TALLAHASSEE FLORIDA

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FOREIGN PROFIT/NONPROFIT CORPORATION

ESPLYack Company

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO ~~TRANSACT~~ **GRAB**
BUSINESS IN FLORIDA

06 FEB 27 PM 3:06
SECRETARY OF STATE
TALLAHASSEE 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. ESPLyack Company, Ltd.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

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

2. Bahamas 3. N/A
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. February 8, 2006 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. upon filing
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. British American Insurance House, 2nd Floor, Marlborough St., P.O. Box CB-12399, Nassau,
(Principal office address) Bahamas

c/o Marjorie A. Horwin, CPA, Daskal Bolton, LLP, 2401 Boca Raton Blvd., Boca Raton, FL
(Current mailing address) 33431

8. to engage in any lawful act or activity permitted by the Florida Business Corporation Act.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida) Act.

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: BSPA Corporate Services, Inc.
Office Address: 350 E. Las Olas Blvd., Suite 1000
Ft. Lauderdale, Florida 33301
(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.

James L. Bergh, President
(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:

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A. DIRECTORS

Chairman: Guy Espinasse

Address: c/o Marjorie A. Horwin, CPA, Daszkal Bolton, LLP,
2401 Boca Raton Blvd., Boca Raton, FL 33431

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Vice Chairman: Juliette Espinasse

Address: c/o Marjorie A. Horwin, CPA, Daszkal Bolton, LLP,
2401 Boca Raton Blvd., Boca Raton, FL 33431

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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. Guy Espinasse, Director Juliette Espinasse, Director
(Typed or printed name and capacity of person signing application)

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3:04
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IBC OF

Commonwealth of The Bahamas

The International Business Companies Act

(No. 45 of 2000)

Certificate of Incorporation (SECTION 16)



No. 142473 B

ESPLYack Company, Ltd.

I, JACINDA P. BUTLER, Deputy Registrar General, the Commonwealth of The Bahamas do hereby certify pursuant to the International Business Companies Act 2000, (No. 45 of 2000) that all the requirements of the said Act in respect of incorporation have been satisfied, and that

ESPLYack Company, Ltd.

is incorporated in the Commonwealth of The Bahamas as an International Business Company this 8th day of February, 2006

Given under my hand and seal
At Nassau in the Commonwealth
of The Bahamas.

[Signature]
Deputy Registrar General

SECRET