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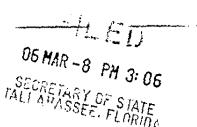
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COVER LETTER SEE FLORIDA				
TO: New Filing Section Division of Corporations				
SUBJECT: Spectrum Tax Consultants USA Inc.				
(Name of corporation - must include suffix)				
Dear Sir or Madam:				
The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida." "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.				
Please return all correspondence concerning this matter to the following:				
Gary L. Diamond				
(Name of Person)				
Spectrum Tax Consultants USA Inc				
(Firm/Company)				
19501 West Country Club Drive, Apt 908				
(Address)				
Aventura Florida 33180 (City/State and Zip code)				
(Chyrsiate and Lip code)				
For further information concerning this matter, please call:				
To father internation concerning and mater, pream and				
Howard Diamond at (514) 369-7775 221 (Name of Person) (Area Code & Daytime Telephone Number)				
(Name of Person) (Area Code & Daytime Telephone Number)				
STREET/COURIER ADDRESS: MAILING ADDRESS:				
New Filing Section New Filing Section				
Division of Corporations  Division of Corporations  Division of Corporations				
Clifton Building P.O. Box 6327 2661 Executive Center Circle Tallahassee, FL 32314				
Tallahassee, FL 32301				
Enclosed is a check for the following amount:				
\$70.00 Filing Fee \$\sum \\$78.75 Filing Fee & \$\sum \\$878.75 Filing Fee & \$\sum \\$87.50 Filing Fee, Certificate of Status & Certified Copy Certified Copy				

## 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.

, Spectrui	m Tax Consultants US/	1	Inc
	corporation; must include "INCORPORATE 'orp," "Inc," "Co," or "Corp.")	Đ,	" "COMPANY," "CORPORATION # 8
			707 6
(If name unavail	lable in Florida, enter alternate corporate nat	nc	adopted for the purpose of transacting business in Gorida)
<sub>2</sub> Delawar	e	3.	To w
	under the law of which it is incorporated)	٠.	(FEI number, if applicables 3
4. October	17 2002	5.	Perpetual graduation
	of incorporation)	٠.	(Duration: Year corp. will cease to exist or "perpetual")
6. March 6	2006		
	(Date first transacted busines		n Florida, if prior to registration)
40504 W			502, F.S., to determine penalty liability)
7. 19501 W	est Country Club Drive	,	Apt 908 , Aventura, FL 33180 Apt 908 , Aventura , FL 33180
40504 141	(Principal office a	.ddi	ress)
19501 W	est Country Club Drive	3 /	Apr 908, AVUNTURA, FL 33180
	(Current mailing a	AU	ress) /
。Sales an	d Use tax Recovery		
	s) of corporation authorized in home state or	co	untry to be carried out in state of Florida)
D. Manus and sens	et addume of Planida vanistanad samme. (I	3 0	Day NOT accomplish
9. Name and <u>succ</u>	et address of Florida registered agent: (F	* . <b>\$</b>	box NOT acceptable)
Name:	Gary L Diamond		
Office Address:	19501 West Country Club	<u>)</u>	Orive, Apt 908
	Aventura Florida		, Florida <u>33180</u> (Zip code)
	(City)		(Zip code)
10. Registered ac	gent's acceptance:		
		"VŽ(	ce of process for the above stated corporation at the place
designated in this	application, I hereby accept the appoin	itn	ent as registered agent and agree to act in this capacity.

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 dutie 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.

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12. Names and business addresses of officers and/or directors:	
A. DIRECTORS	
Chairman:	Annual Marian American International Control of the
Address:	96 A.E. 96
Vice Chairman:	EE A
Address:	25 00 TI
WANTON.	77.0 (3)
Director: Howard Diamond	96
Address: 4910 Cote St Luc Road	₹7
suite 810 Montreal Canada H3Z3B8	
Director:	
Address:	
B. OFFICERS	
President: Howard Diamond	
Address: 4910 Cote St Luc Road	
suite 810 Montreal Canada H3Z3B8	
Vice President: Gary Diamond	
Address: 19501 West Country Club Drive, Apt 908	
Aventura Florida 33180	
Secretary: Gary Diamond	
Address: 19501 West Country Club Drive, Apt 908 3318	30, Aventura, Fi 33/80
Treasurer: Gary Diamond	
Address: 19501 West Country Club Drive, Apt 908 3318	30, Aventura, FI 33180
NOTE: If necessary, you may attach an addendum to the application listing additional o	fficers and/or directors.
13.	**************************************
(Signature of Director or Officer listed in number 12 of the applica	ition)

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

## Delaware

PAGE 1

## The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SPECTRUM TAX CONSULTANTS U.S.A. 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 SEVENTH DAY OF MARCH, A.D. 2006.

D6 MAR -8 PM 3: 06
SECNETIVE OF STATE ALL ANASSEE FLORIDA



Warriet Smith Windson Secretary of Strate

**AUTHENTICATION: 4573278** 

DATE: 03-07-06

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