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TALLAHASSEE, FLORIDA

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FOREIGN PROFIT/NONPROFIT CORPORATION

Soleil Securities Corporation

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J. Shivers MAR 21 2006

**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. Soleil Securities Corporation
(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. 04-3724222
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. November 21, 2002 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. December 7, 2005
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 360 Madison Avenue - 3rd Floor, New York, New York 10017
(Principal office address)

Same
(Current mailing address)

8. Research 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: 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.


(Registered agent's signature)

**Debbie Diaz
Assistant Secretary**

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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SECRETARY OF STATE

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: David Kingland

Address: Kingland Systems

1401 6th Avenue South, Clear Lake, Iowa 50228

Director: Paul Spillane

Address: 360 Madison Avenue - 3rd Fl., New York, NY 10017

B. OFFICERS

President: Paul Spillane

Address: 360 Madison Ave - 3rd Fl., New York, NY 10017

Vice President: Ken Dengler

Address: 360 Madison Ave - 3rd Fl., New York, NY 10017

Secretary: Jennifer Fleissner

Address: 360 Madison Ave - 3rd Fl., New York, NY 10017

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. Jennifer Fleissner, Secretary, Treasurer and CFO
(Typed or printed name and capacity of person signing application)

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SECTION 1
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Delaware

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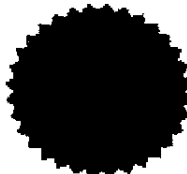
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SOLEIL SECURITIES CORPORATION" 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 FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SOLEIL SECURITIES CORPORATION" WAS INCORPORATED ON THE TWENTY-FIRST DAY OF NOVEMBER, A.D. 2002.



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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4510469

DATE: 02-08-06