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(Address)

(City/State/Zip/Phone #)

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ENCLOSURE

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06 MAR 21 PM 12:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MEMO

FROM: GREAT CITIES ACQUISITIONS CORP.
TO: FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
DATE: MARCH 20, 2006
RE: FOREIGN PROFIT QUALIFICATION

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ATTACHED PLEASE FIND APPLICATION, FEES AND RETURN FEDEX DELIVERY ENVELOPE.

PLEASE EXPEDITE ASAP AND RETURN IN THE ENCLOSED PROVIDED FEDEX TO ENSURE TIMELY DELIVERY.

SINCERELY,

A handwritten signature in black ink, appearing to read "DZ", with a long horizontal stroke extending to the right.

DREW ZELMAN

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Great Cities Acquisitions Corp.
(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:

Drew Zelman
(Name of Person)
Great Cities Acquisitions Corp.
(Firm/Company)
611 S. Ft. Harrison Avenue, #317
(Address)
Clearwater, FL 33756
(City/State and Zip code)

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For further information concerning this matter, please call:

Drew Zelman at (727) 441 4442
(Name of Person) (Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☒ \$87.50 Filing Fee, Certificate of Status & 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.

1. Great Cities Acquisitions Corp.
(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 3. Applied
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 3/9/06 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 611 S. Ft. Harrison Avenue #317
(Principal office address)

Clearwater FL 33756
(Current mailing address)

8. general business
(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: Drew Zelman

Office Address: 611 S. Ft. Harrison Ave. #317
Clearwater, Florida 33756
(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)

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Drew Zelman

Address: 611 S. Ft. Harrison Ave #317

Clearwater FL 33756

Director: _____

Address: _____

B. OFFICERS

President: Drew Zelman

Address: 611 S. Ft. Harrison Ave #317

Clearwater FL 33756

Vice President: William O'Callaghan

Address: 611 S. Ft. Harrison Ave #317

Clearwater, FL 33756

Secretary: _____

Address: _____

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. Drew Zelman, President

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

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Delaware

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The First State

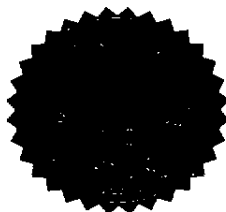
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "GREAT CITIES AQUISITIONS CORP.", FILED IN THIS OFFICE ON THE NINTH DAY OF MARCH, A.D. 2006, AT 4:46 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE SUSSEX COUNTY RECORDER OF DEEDS.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4582518

DATE: 03-10-06