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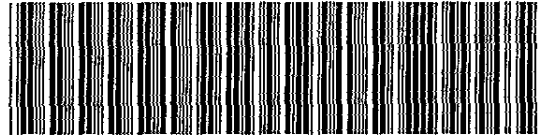
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06 APR -7 PM 2:15

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COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Tallis Development Limited f/k/a Bird Bay Holdings, 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:

BARRY BRANT

(Name of Person)

BERKOWITZ, DICK, POLLACK AND BRANT

(Firm/Company)

200 SOUTH BISCAYNE BOULEVARD, 6TH FLOOR

(Address)

MIAMI, FL. 33131-9711

(City/State and Zip code)

For further information concerning this matter, please call:

ART DECHTER

(Name of Person)

at (305) 960-1207

(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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 22, 2006

BARRY BRANT
BERKOWITZ, DICK, POLLOCK AND BRANT
200 SOUTH BISCAYNE BLVD., 6TH FLOOR
MIAMI, FL 33131-9711

SUBJECT: TALLIS DEVELOPMENT LIMITED CO.
Ref. Number: W06000011037

We have received your document for TALLIS DEVELOPMENT LIMITED CO. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The use of LIMITED or LTD. is not sufficient as a corporate suffix. The name must include a word such as INCORPORATED, INC., CORPORATION or CORP.

Using the words Limited and Co. in conjunction with each other can only be used when filing a Limited Liability Company. Please make the correction and return for processing.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole
Document Specialist
New Filing Section

Letter Number: 406A00015835

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.

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

06 APR - 7 PM 2:15

FILED

- 1. Tallis Development Limited Corporation
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")
- 2. British Virgin Islands 3. N/A
(State or country under the law of which it is incorporated) (FEI number, if applicable)
- 4. January 7, 2005 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
- 6. January 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. 2nd Floor, Abbott Building, Road Town, Tortola, British Virgin Islands
(Principal office address)
P.O. Box 933, Road Town, Tortola, British Virgin Islands
(Current mailing address)

8. Any lawful purpose
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

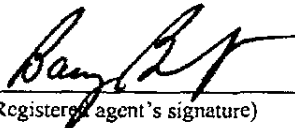
9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Barry M. Brant

Office Address: 200 S. Biscayne Blvd., 6th Fl.

Miami, Florida 33131
(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.

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Company Managers Ltd.

Address: Registered Office: Main Street, P.O. Box 556, Charlestown, Nevis

Correspondence Address: P.O. Box 933, 2nd Floor, Abbott Building, Road Town, Tortola
British Virgin Islands

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: ATC Trustees (BVI) Limited

Address: 2nd Floor, Abbott Building, Road Town, Tortola, British Virgin Islands

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. ES Bainbridge Alicia Penn For and on behalf of Company Managers Ltd.- Director
(Signature of Director or Officer listed in number 12 of the application)

14. Elaine S. Bainbridge - Authorised Signatory Alicia Penn - Authorised Signatory
(Typed or printed name and capacity of person signing application)

TERRITORY OF THE BRITISH VIRGIN ISLANDS

THE INTERNATIONAL BUSINESS COMPANIES ACT

(CAP. 295)

CERTIFICATE OF GOOD STANDING

(Section 114)

No. 636686

FALLS DEVELOPMENT LIMITED

The Registrar of Corporate Affairs of the British Virgin Islands

HEREBY CERTIFIES that:

1. The above company was duly incorporated under the provisions of the International Business Companies Act (Cap. 295) on the 7th day of January, 2005 as Company No. 636686 of the register of International Business Companies.

2. The name of the Company is still on the register of International Business Companies and the company has paid all fees, licence fees, and penalties due and payable under the provisions of sections 104 and 105 of the said Act.

3. The company has not submitted to me articles of merger or consolidation that have not yet become effective.

4. The company has not submitted to me articles of arrangement that have not yet become effective.

5. The company is not in the process of being wound up and dissolved.

6. No proceedings have been instituted to strike the name of the company off the said register.

7. In so far as is evidenced by the documents filed with me the company is in good legal standing.

Given under my hand and seal
at Road Town, Tortola in the
Territory of the British Virgin Islands
this 10th day of March 2006

CRT 1004X

REGISTRAR OF CORPORATE AFFAIRS