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FOREIGN PROFIT/NONPROFIT CORPORATION

GMI ON-LINE VENTURES, LTD.

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June 2, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CORPORATION SERVICE COMPANY

SUBJECT: GMI ON-LINE VENTURES, LTD.
REF: W06000025329

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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.

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Tammy Hampton
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P.O BOX 6327 - Tallahassee, Florida 32314

H 06000148145 3

**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. GMI ON-LINE VENTURES, LTD. . INC.

(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

(State or country under the law of which it is incorporated)

3. 13-4097656

(FBI number, if applicable)

4. JANUARY 13, 2000

(Date of incorporation)

5. PERPETUAL

(Duration: Year corp. will cease to exist or "perpetual")

6. UPON QUALIFICATIONS

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

7. 2 PENN PLAZA, 11TH FLOOR NEW YORK, NY 10121

(Principal office address)

6800 BROKEN SOUND PARKWAY NW, SUITE 100 BOCA RATON, FL 33487

(Current mailing address)

8. ALL LAWFUL PURPOSES

(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

Florida 32301

(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.

By: Troy Todd
(Registered agent's signature)

Troy Todd
as its agent

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:

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H 06000148145 3

H06000148145 3

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: MARC H. BELLAddress: 6800 BROKEN SOUND PARKWAY NW, SUITE 100 BOCA RATON, FL 33487Director: DANIEL C. STATONAddress: 6800 BROKEN SOUND PARKWAY NW, SUITE 100 BOCA RATON, FL 33487**B. OFFICERS**President: MARC H. BELLAddress: 6800 BROKEN SOUND PARKWAY NW, SUITE 100 BOCA RATON, FL 33487

Vice President: _____

Address: _____

Secretary: PAUL ASHERAddress: 6800 BROKEN SOUND PARKWAY NW, SUITE 100 BOCA RATON, FL 33487Treasurer: DANIEL C. STATONAddress: 6800 BROKEN SOUND PARKWAY NW, SUITE 100 BOCA RATON, FL 33487

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. MARC H. BELL, PRESIDENT

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

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H06000148145 3

H06000148145 3

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GMI ON-LINE VENTURES, LTD." 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 THIRTY-FIRST DAY OF MAY, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GMI ON-LINE VENTURES, LTD." WAS INCORPORATED ON THE THIRTEENTH DAY OF JANUARY, A.D. 2000.

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.

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4786055

DATE: 05-31-06

H06000148145 3