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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

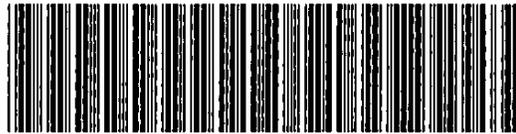
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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7-24-06

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: WESTERN TITANIUM, 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:

KEN STANTON
(Name of Person)
ASSOCIATED FINANCIAL
(Firm/Company)
P O BOX 4562
(Address)
BURLINGAME CA 94011
(City/State and Zip code)

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For further information concerning this matter, please call:

Ken Stanton at (650) 697 7227
(Name of Person) (Area Code & Daytime Telephone Number)

✓ **STREET/COURIER ADDRESS:**
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
Registration 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. WESTERN TITANIUM, INC.
(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. CALIFORNIA 3. 33-0717704
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. MARCH 6, 1996 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 2055 LAKE AVENUE S.E., LARGO FL 33771
(Principal office address)

8015 SILVERTON AVENUE, SAN DIEGO CA 92126
(Current mailing address)

8. METAL BROKER
(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: Daniel S. Schroeder

Office Address: 2055 Lake Ave S.E.

Largo, Florida 33771
(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: DANIEL S. SCHROEDER

Address: 8015 SILVERTON AVE
SAN DIEGO CA 92126

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: DANIEL S. SCHROEDER

Address: 8015 SILVERTON AVENUE
SAN DIEGO CA 92126

Vice President: _____

Address: _____

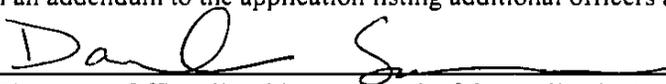
Secretary: LISA T. SCHROEDER

Address: 8015 SILVERTON AVENUE, SAN DIEGO CA 92126

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. DANIEL S. SCHROEDER, PRESIDENT
(Typed or printed name and capacity of person signing application)

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**State of California
Secretary of State**

*This is an
original
document;
see notice
attached*

**CERTIFICATE OF STATUS
DOMESTIC CORPORATION**

I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That on the **6th day of March, 1996, WESTERN TITANIUM, INC.** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of July 10, 2006.



A handwritten signature in black ink, appearing to read 'Bruce McPherson', is written over the vertical stamp.

BRUCE McPHERSON
Secretary of State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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