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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FOREIGN PROFIT/NONPROFIT CORPORATION

South Bay Trading Holdings, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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. SOUTH BAY TRADING HOLDINGS, INC.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "In.," "Co.," or "Corp.")
2. Delaware
(State or country under the law of which it is incorporated)
3. 20-8145398
(FBI number, if applicable)
4. 12/27/06
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Commencing Business July 2, 2007.
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 1515 N. Federal Highway, Suite 300, Office #29, Boca Raton, Florida 33432
(Principal office address)
1515 N. Federal Highway, Suite 300, Office #29, Boca Raton, Florida 33432
(Current mailing address)
8. Holding Company
(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: Autumn Neubeth o/o Squashama International Group, LLP
Office Address: 1515 N. Federal Highway, Suite 300, Office #29
Boca Raton, Florida 33432
(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.

By: 
(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:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. DIRECTORS

Chairman: See Addendum.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See Addendum.

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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. Brian Sullivan, Treasurer
(Typed or printed name and capacity of person signing application)

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ADDENDUM

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

A. DIRECTORS

**Andrew Frost
1515 N. Federal Highway
Suite 300, Office #29
Boca Raton, Florida 33432**

B. OFFICERS

**President: Andrew Frost
1515 N. Federal Highway
Suite 300, Office #29
Boca Raton, Florida 33432**

**Vice Pres.: Joel Greenberg
1515 N. Federal Highway
Suite 300, Office #29
Boca Raton, Florida 33432**

**Treasurer: Brian Sullivan
1515 N. Federal Highway
Suite 300, Office #29
Boca Raton, Florida 33432**

**Secretary: Joel Greenberg
1515 N. Federal Highway
Suite 300, Office #29
Boca Raton, Florida 33432**

**Asst. Sec.: Todd Silverberg
1515 N. Federal Highway
Suite 300, Office #29
Boca Raton, Florida 33432**

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SOUTH BAY TRADING HOLDINGS, INC." 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 TWENTY-SEVENTH DAY OF JUNE, A.D. 2007.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5799702

DATE: 06-27-07