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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : 120000000195
Phone : (850)521-1000
Fax Number : (850)558-1575

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FOREIGN PROFIT/NONPROFIT CORPORATION

MILLENNIUM FALCON GROUP CORP.

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J. Shivers JUL 03 2007

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. MILLENNIUM FALCON CORP.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

Millennium Falcon Group 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. 11-3357485

(FEI number, if applicable)

4. 01/21/97

(Date of incorporation)

5. PERPETUAL

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

6.

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

7. 11 Harbor Park Dr., Port Washington, NY 11050

(Principal office address)

11 HARBOR PARK DRIVE, PORT WASHINGTON, NY 11050

(Current mailing address)

8. GENERAL BUSINESS 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.

Corporation Service Company

By: Pennie H. Yerry
(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:

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A. DIRECTORS

Chairman: Richard Leeds

Address: 11 Harbor Park Dr., Port Washington, NY 11050

Vice Chairman: Robert Leeds

Address: 11 Harbor Park Dr., Port Washington, NY 11050

Director: Bruce Leeds

Address: 11 Harbor Park Dr., Port Washington, NY 11050

Director: _____

Address: _____

B. OFFICERS

President: Richard Leeds

Address: 11 Harbor Park Drive, Port Washington, NY 11050

Vice President: Thomas Axmacher, Bruce Leeds, Robert Leeds and Lawrence Reinhold

Address: 11 Harbor Park Dr., Port Washington, NY 11050 (for all VP's)

Secretary: Curt Rush

Address: 11 Harbor Park Drive, Port Washington, NY 11050

Treasurer: Lawrence Reinhold

Address: 11 Harbor Park Dr., Port Washington, NY 11050

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. Curt Rush, Secretary

(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 "MILLENNIUM FALCON CORP." 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-SIXTH DAY OF JUNE, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MILLENNIUM FALCON CORP." WAS INCORPORATED ON THE TWENTY-FIRST DAY OF JANUARY, A.D. 1997.

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: 5794830

DATE: 06-26-07

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