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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

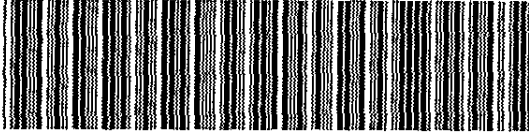
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**GANER
GROSSBACH
+ GANER, LLC**

Certified Public Accountants

800 Westchester Ave ■ Ste N321 ■ Rye Brook, NY 10573 P 914.468.0400 F 914.251.0953
1995 Broadway ■ 16th Floor ■ New York, NY 10023 P 212.873.1472 F 212.580.1583

July 11, 2007

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Shadow Financial Services Corp.

To Whom It May Concern:

Please find enclosed a registration for Shadow Financial Services. Please send all correspondence back to me at the above address.

Sincerely,



Ira Grossbach

IG/lk
enclosures

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Shadow Financial Services Corp.
(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:

Donald Marino
(Name of Person)

Shadow Financial Services Corp
(Firm/Company)

91 Fieldcrest Ave, Baritan Plaza 2, 1st Floor
(Address)

Edison, NJ 08837
(City/State and Zip code)

For further information concerning this matter, please call:

Mr. Grossman at (914) 468-0400
(Name of Person) (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

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

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. New Jersey 3. 22-3564167
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 9/15/1997 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 7/1/2007
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 91 Fieldcrest Ave., Paritan Plaza, 1st Floor, Edison, NJ 08837
(Principal office address)

91 Fieldcrest Ave., Paritan Plaza, 1st Floor, Edison, NJ 08837
(Current mailing address)

8. Hired employees in Florida
(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: Patricia Dissinger

Office Address: 10365 Walker Vista Dr.

Riverview, Florida 33569
(City) (Zip code)

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TALLAHASSEE, FLORIDA
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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.

Patricia K. Dissinger
(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: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Joseph South

Address: 91 Fieldcrest Ave, 1st Floor, Edison NJ 08837

Vice President: Christopher Bell

Address: 91 Fieldcrest Ave, 1st Floor, Edison NJ 08837

CEO: Donald Marino

Address: 91 Fieldcrest Ave, 1st Floor, Edison NJ 08837

COO: Julio Herrera

Address: 91 Fieldcrest Ave, 1st Floor, Edison NJ 08837

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. Donald J. MARINO, CEO

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

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: Fred Rodriguez

Address: 91 Fieldcrest Ave, 1st Floor, Edison NJ 08837

Secretary: _____

Address: _____

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. _____

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

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

SHADOW FINANCIAL SERVICES CORP.
0100722329

I, the Treasurer of the State of New Jersey, do hereby certify that the above-named New Jersey Domestic Profit Corporation was registered by this office on September 15, 1997.

As of the date of this certificate, said business continues as an active business in good standing in the State of New Jersey, and its Annual Reports are current.

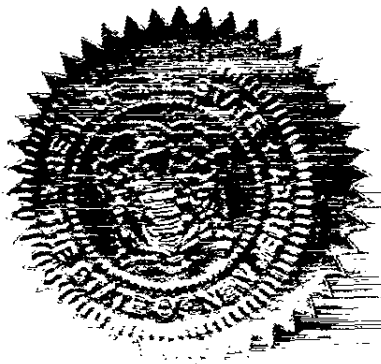
I further certify that the registered agent and registered office are:

*Jeanine M Marino
Raritan Plaza II
Edison, NJ 08837*

Continued on next page . . .

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

SHADOW FINANCIAL SERVICES CORP.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
10th day of July, 2007

Bradley Abelow

Bradley Abelow
State Treasurer