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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

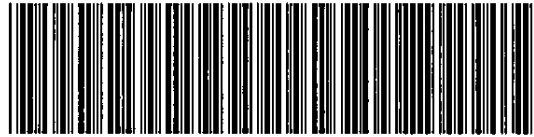
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07 SEP 18 PM 4:38

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 232935 4312909

AUTHORIZATION :

COST LIMIT : \$ 78.75

*Frederick*

ORDER DATE : September 18, 2007

ORDER TIME : 2:39 PM

ORDER NO. : 232935-010

CUSTOMER NO: 4312909

FOREIGN FILINGS

NAME: SMALLPONDS, INC.

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis -- EXT# 2926

EXAMINER: \_\_\_\_\_

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. smallponds, 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. Delaware 3. 26-0159761  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 9/17/07 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 2711 Centerville Road, Wilmington, Delaware 19808  
(Principal office address)

760 US Highway One, Suite 102, North Palm Beach, Florida 33408  
(Current mailing address)

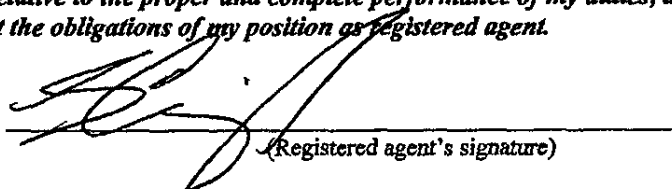
8. The purpose is to engage in any lawful act or activity for which corporations may be organized  
under the Delaware General Corporation Law.  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: G. Cotter Cunningham  
Office Address: 760 US Highway One, Suite 102  
North Palm Beach, Florida 33408  
(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)

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TALLAHASSEE, FLORIDA

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: G. Cotter Cunningham  
Address: 760 US Highway One, Suite 102  
North Palm Beach, Florida 33408

Vice Chairman: N/A  
Address: \_\_\_\_\_

Director: N/A  
Address: \_\_\_\_\_

Director: N/A  
Address: \_\_\_\_\_

B. OFFICERS

Chief Executive Officer: G. Cotter Cunningham  
Address: 760 US Highway One, Suite 102  
North Palm Beach, Florida 33408

President: G. Cotter Cunningham  
Address: 760 US Highway One, Suite 102  
North Palm Beach, Florida 33408

Secretary: G. Cotter Cunningham  
Address: 760 US Highway One, Suite 102  
North Palm Beach, Florida 33408

Treasurer: G. Cotter Cunningham  
Address: 760 US Highway One, Suite 102  
North Palm Beach, Florida 33408

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. G. Cotter Cunningham  
(Typed or printed name and capacity of person signing application)

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SMALLPONDS, 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 EIGHTEENTH DAY OF SEPTEMBER, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SMALLPONDS, INC." WAS INCORPORATED ON THE SEVENTEENTH DAY OF SEPTEMBER, A.D. 2007.

4424140 8300

071026399



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 6007731

DATE: 09-18-07