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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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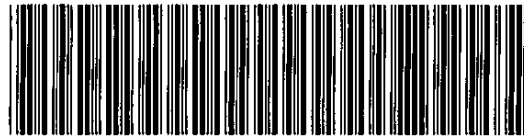
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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10/24/07--01016--005 **70.00

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07 OCT 24, AM 11:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. McFarland OCT 26 2007

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Hummingbird Solutions, 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:

Andrew W. Williams
(Name of Person)
Hummingbird Solutions, Inc.
(Firm/Company)
2614 CARDINAL DR.
(Address)
VERO BEACH, FL 32963
(City/State and Zip code)

For further information concerning this matter, please call:

Andrew W. Williams at (772) 538-4509
(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. Hummingbird Solutions, 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. DELEWARE 3. 26-0683063
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. August 7, 2007 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. N/A - No Florida business has been transacted
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 2614 CARDINAL DR., VERO BEACH, FL 32963
(Principal office address)

SAME
(Current mailing address)

8. Engage in any lawful act or activity for which corporations may be
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida) organized.

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

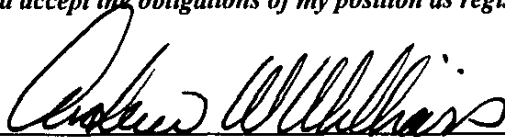
Name: Andrew W. Williams

Office Address: 2614 CARDINAL DR.

VERO BEACH, Florida 32963
(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: Andrew W. Williams

Address: 2614 CARDINAL DR.
VERO BEACH, FL 32963

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Andrew W. Williams

Address: 2614 CARDINAL DR.
VERO BEACH, FL 32963

Vice President: N/A

Address: _____

Secretary: Andrew W. Williams

Address: 2614 CARDINAL DR., VERO BEACH, FL 32963

Treasurer: N/A

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Andrew W. Williams
(Signature of Director or Officer listed in number 12 of the application)

14. Andrew W. Williams, Pres.
(Typed or printed name and capacity of person signing application)

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AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**WRITTEN CONSENT OF THE SOLE DIRECTOR TO
ACTION IN LIEU OF A SPECIAL MEETING OF
THE SOLE DIRECTOR OF
HUMMINGBIRD SOLUTIONS, INC., A DELAWARE CORPORATION
PURSUANT TO §141(f) OF TITLE 8 OF THE DELAWARE CODE**

THE UNDERSIGNED, being the sole Director of **HUMMINGBIRD SOLUTIONS, INC.**, a Delaware corporation (hereinafter referred to as the "Corporation"), hereby consents to, authorizes, adopts and approves the following corporate actions and resolutions by written consent in lieu of a special meeting of the sole Director of the Corporation pursuant to §141(f) of Title 8 of the Delaware Code:

RESOLVED, that the Corporation shall be qualified to transact business in the State of Florida. The President is hereby directed to execute and file with the Florida Department of State, Division of Corporations, the *Application by Foreign Corporation for Authorization to Transact Business in Florida*, a copy of which is attached hereto as **Exhibit "A"**; and

FURTHER RESOLVED, that the Corporation shall pay all reasonable expenses and filing fees incurred in qualifying the Corporation to transact business in the State of Florida; and

FURTHER RESOLVED, that the Corporation will open such bank account(s) as are required for the conduct of the business of the Corporation with Wachovia Bank ("Bank") and the President is hereby directed to complete and execute, on behalf of the Corporation, such banking resolutions and/or other forms as are required by the Bank to facilitate the opening of said account(s). Copies of said banking resolutions are attached hereto as **Exhibit "B"**.

Dated as of the 18th day of October, 2007.



Andrew W. Williams, Director

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HUMMINGBIRD SOLUTIONS, 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 SEVENTEENTH DAY OF OCTOBER, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "HUMMINGBIRD SOLUTIONS, INC." WAS INCORPORATED ON THE SEVENTH DAY OF AUGUST, A.D. 2007.

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

APPROVED
AND
FILED

07 OCT 24 AM 11:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 6082502

DATE: 10-17-07