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**FOREIGN PROFIT/NONPROFIT CORPORATION**

**C-TONIC CORP.**

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# 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.

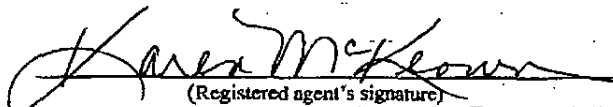
1. C-Tonic Corp.  
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"  
"Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")
- (If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
2. New York 3. n/a  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. June 29, 2006 5. perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. business not yet commenced  
(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 261 Lakeview Avenue Rockville Centre NY 11570  
(Principal office address)
- 261 Lakeview Avenue Rockville Centre NY 11570  
(Current mailing address)

## Beverage Alcohol Importer

8. (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: National Corporate Research, Ltd., Inc.
- Office Address: 515 East Park Avenue
- Tallahassee , Florida 32301  
(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)

Karen McKeown, Assistant Secretary

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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**A. DIRECTORS**Chairman: Thomas Martin McNicholasAddress: 261 Lakeview AvenueRockville Centre NY 11570

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS**President: Thomas Martin McNicholasAddress: 261 Lakeview AvenueRockville Centre NY 11570

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: Thomas Martin McNicholasAddress: 261 Lakeview Avenue Rockville Centre NY 11570

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.13. Thomas McNicholas  
(Signature of Director or Officer listed in number 12 of the application)14. Thomas McNicholas President  
(Typed or printed name and capacity of person signing application)07  
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C-TONIC CORP.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**WRITTEN CONSENT  
OF THE  
SOLE DIRECTOR**

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The undersigned, being the sole director of C-Tonic Corp. (the "Corporation"), hereby adopts the following resolutions by written consent in lieu of a meeting pursuant to Section 708 of the New York Business Corporation Law:

**Foreign Qualification**

RESOLVED: That the Corporation qualify to do business in the State of Florida and the officers of the Corporation, are hereby authorized to execute and file in the name and on behalf of the Corporation all such documents as may be necessary or desirable in connection therewith, including, without limitation, an application for certificate of authority to transact business with the Secretary of State of the State of Florida, and to take any and all other actions which may be necessary or desirable in connection therewith; and it is

RESOLVED, that all acts authorized in the foregoing resolutions but performed prior to the date of adoption of these resolutions are hereby ratified and affirmed to be of the same force and effect as is performed after the date hereof.

IN WITNESS WHEREOF, the undersigned has signed this written consent, and directs that it be filed with the minutes of the proceedings of the Board of Directors.

Dated as of November 15, 2007

  
Thomas McNicholas, Director

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**State of New York**  
**Department of State** } ss:

I hereby certify, that the Certificate of Incorporation of C-TONIC CORP. was filed on 06/29/2006, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation.



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*Witness my hand and the official seal  
of the Department of State at the City  
of Albany, this 23rd day of November  
two thousand and seven.*

Daniel Shapiro  
Special Deputy Secretary of State

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