

F08000002425

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(Address)

(Address)

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

B. McKnight JUN 02 2008



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 591018 7652049

AUTHORIZATION

COST LIMIT : \$ 70.00

ORDER DATE : May 30, 2008

ORDER TIME : 12:41 PM

ORDER NO. : 591018-005

CUSTOMER NO: 7652049

FOREIGN FILINGS

NAME: COGAN USA INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Troy Todd -- EXT# 2940

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. Cogan USA 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. New York

(State or country under the law of which it is incorporated)

3. 83-0493892

(FEI number, if applicable)

4. September 7, 2007

(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. 134 Boynton Avenue, Plattsburgh, New York 12901

(Principal office address)

134 Boynton Avenue, Plattsburgh, New York 12901

(Current mailing address)

8. To engage in any lawful act or activity

(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)

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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.

Corporation Service Company

By: _____

(Registered agent's signature)

Troy Todd
as its agent

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: Derek Goddard

Address: 2460 des Entreprises

Terrebonne, Quebec Canada J6X 4J8

Director: Debra Goddard

Address: 2460 des Entreprises

Terrebonne, Quebec Canada J6X 4J8

B. OFFICERS

President: Derek Goddard

Address: 2460 des Entreprises

Terrebonne, Quebec Canada J6X 4J8

Vice President: Debra Goddard

Address: 2460 des Entreprises

Terrebonne, Quebec Canada J6X 4J8

Secretary: Debra Goddard

Address: 2460 des Entreprises, Terrebonne, Quebec Canada J6X 4J8

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. Derek Goddard, President

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

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State of New York Department of State } ss:

I hereby certify, that the Certificate of Incorporation of COGAN USA INC. was filed on 09/07/2007, 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.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 29th day of May
two thousand and eight.*

Daniel Shapiro
Special Deputy Secretary of State

200805300225 * 45

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AND
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SECRETARY OF STATE
TALLAHASSEE FLORIDA