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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : DRIVER, MCAFEE, GRIGGS & PEEK, P.L.
Account Number : I20020000137
Phone : (904) 301-1269
Fax Number : (904) 301-1279

DIVISION OF CORPORATION

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RECEIVED

FOREIGN PROFIT/NONPROFIT CORPORATION

Morguard U.S. Inc.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 04 |
| Estimated Charge | \$70.00 |

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Jul. 25. 2008 9:59AM

No. 1646 P. 2/5

H08000181007 3

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Morguard U.S. 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:

Matthew S. McAfee

(Name of Person)

Driver, McAfee, Griggs & Peek, P.L.

(Firm/Company)

One Independent Drive, Suite 1200

(Address)

Jacksonville, Florida 32202

(City/State and Zip code)

For further information concerning this matter, please call:

Matthew S. McAfee

(Name of Person)

at (904) 301-1269

(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

H08000181007 3

H08000181007 3

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. Morguard U.S. 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

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

3. 98-0348873

(FEI number, if applicable)

4. May 10, 2001

(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. 55 City Centre Drive, Suite 1000, Mississauga, Ontario L5B 1M3

(Principal office address)

55 City Centre Drive, Suite 1000, Mississauga, Ontario L5B 1M3

(Current mailing address)

8. Real Estate acquisition

(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: Contega Business Services, LLC

Office Address: 554 Lomax Street

Jacksonville

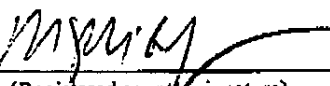
(City)

, Florida 32204

(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.

H08000181007 3

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2008 JUL 25 PM 4:29

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TALLAHASSEE, FLORIDA

Jul. 25. 2008 10:00AM

No. 1646 P. 4/5

H08000181007 3

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: K. (Rai) Sahi

Address: 471 Arrowhead Road

Mississauga, ON L5H 1V5

Director: Beverly G. Flynn

Address: 925 Bay Street, #1010

Toronto, ON M5S 3L4

B. OFFICERS

President: K. (Rai) Sahi

Address: 471 Arrowhead Road

Mississauga, ON L5H 1V5

Vice President: Frank Munsters Paul Miatello

Address: 55 City Centre Drive, Suite 1000

Mississauga, Ontario L5B 1M3

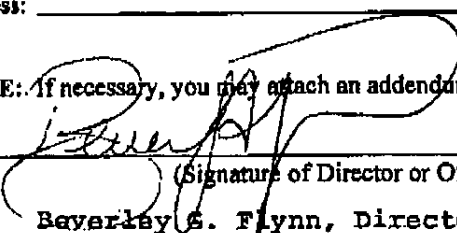
Secretary: Beverly G. Flynn

Address: 925 Bay Street, #1010, Toronto, ON M5S 3L4

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. Beverly G. Flynn, Director

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

H08000181007 3

2008 JUL 25 PM 4:29
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Delaware

The First State

PAGE 1

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2008 JUL 25 PM 4: 29

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MORGUARD U.S. 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 JULY, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MORGUARD U.S. INC." WAS INCORPORATED ON THE TENTH DAY OF MAY, A.D. 2001.

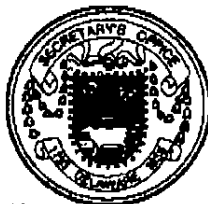
AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

3390540 8300

080792890

You may verify this certificate online
at corp.delaware.gov/authver.shtml



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6733610

DATE: 07-17-08