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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

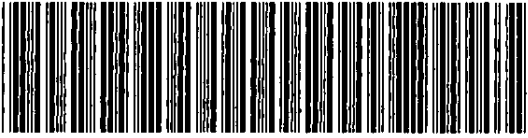
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARIAT OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Kelley Fine arts 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:

Rick Kelley
(Name of Person)

Kelley Fine arts INC.
(Firm/Company)

2002 Eldorado PKWY. W.
(Address)

Cape Coral FL. 33914
(City/State and Zip code)

For further information concerning this matter, please call:

Rick Kelley at (239) 540-2212
(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. Kelley Fine Arts 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. MINNESOTA 3. 41-1793846
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 11/25/96 5. Perpetual
(Date of incorporation) (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. 2002 Eldorado Pkwy. W. Cape Coral Fl. 33914
(Principal office address)

2002 Eldorado Pkwy. W. Cape Coral Fl. 33914
(Current mailing address)

8. We Moved to Florida
(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)

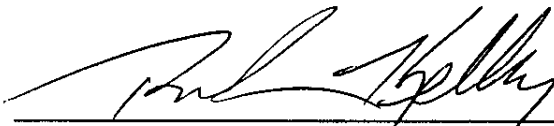
Name: Rick Kelley

Office Address: 2002 Eldorado Pkwy W.
Cape Coral Fl., Florida 33914
(City) (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.


(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.

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

A. DIRECTORS

Chairman: Richard A. Kelley
Address: 2002 Eldorado Parkway W.
Cape Coral FL. 33914

Vice Chairman: Shawn W. Kelley
Address: 2002 Eldorado Parkway W.
Cape Coral FL. 33914

Director: Richard A. Kelley
Address: same

Director: ~~Richard A.~~ Shawn Kelley
Address: same

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B. OFFICERS

President: Richard A. Kelley
Address: 2002 Eldorado Parkway W.
Cape Coral FL. 33914

Vice President: Shawn Kelley
Address: 2002 Eldorado Parkway W.
Cape Coral FL. 33914

Secretary: Shawn Kelley
Address: same

Treasurer: Shawn Kelley
Address: same

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

13. Richard A. Kelley
(Signature of Director or Officer listed in number 12 of the application)

14. Richard A. Kelley - President, CEO / Artist; Marketing
(Typed or printed name and capacity of person signing application)

State of Minnesota

SECRETARY OF STATE

Certificate of Good Standing

I, Mark Ritchie, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

Name: KELLEY FINE ARTS, INC.

Date Formed: 11/25/1996

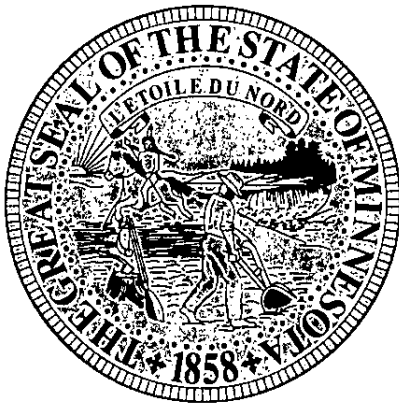
Chapter Governed By: 302A

This certificate has been issued on 07/22/08.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Mark Ritchie
Secretary of State.