

To: FL Dept. of
Subject: 0018.91096

From: Katie V. Sch

Day, August 14, 2008 1:13 PM Page: 1 of 8

Division of Corporations

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

From: Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

DIVISION OF CORPORATION

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001668-91096

FOREIGN PROFIT/NONPROFIT CORPORATION

EXHALE ENTERPRISES XI, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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. EXHALE ENTERPRISES XI, 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.

(FEI number, if applicable)

4. 8/11/2008

(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. 250 West 57th Street, Suite 1901, New York, NY 10019

(Principal office address)

250 West 57th Street, Suite 1901, New York, NY 10019

(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized under the corporation laws of

(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: **CorpDirect Agents, Inc.**

Office Address: **515 E. Park Avenue**

Tallahassee

(City)

, Florida

32301

(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.

Katie Wonsch, Asst. Sec.
(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: Annbeth Eschbach

Address: 250 West 57th Street, Suite 1901, New York, NY 10019

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Annbeth Eschbach

Address: 250 West 57th Street, Suite 1901, New York, NY 10019

Vice President: Julia Sutton

Address: 250 West 57th Street, Suite 1901, New York, NY 10019

Secretary: D. Dane Johnston

Address: 250 West 57th Street, Suite 1901, New York, NY 10019

Treasurer: D. Dane Johnston

Address: 250 West 57th Street, Suite 1901, New York, NY 10019

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. D. Dane Johnston

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

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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EXHALE ENTERPRISES XI, 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 ELEVENTH DAY OF AUGUST, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "EXHALE ENTERPRISES XI, INC." WAS INCORPORATED ON THE EIGHTH DAY OF AUGUST, A.D. 2008.

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

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TALLAHASSEE, FLORIDA

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at corp.delaware.gov/authver.shtml



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6784377

DATE: 08-11-08

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