



September 29, 2008

Division of Corporations
Florida Department of State
Clifton Building
P.O. Box 6327
Tallahassee, FL 32314

RE: Living Exhibits, Incorporated

Dear Filing Officer:

Please file the attached foreign certificate of authority for the referenced company. Enclosed please find a check for the requisite fees. Please return evidence of filing to my attention via regular mail.

If for any reason the enclosed cannot be filed upon receipt, please contact the undersigned immediately at (800) 862-5438. Thank you very much for your assistance.

Very truly yours,

A handwritten signature in black ink that reads "Tanya Dietrich". The signature is written in a cursive, flowing style.

Tanya Dietrich
Senior Corporate Specialist

Encl.



COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Living Exhibits, Incorporated
(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:

Tanya Dietrich
(Name of Person)

National Corporate Services, LLC
(Firm/Company)

16055 Space Center Blvd., Ste. 235
(Address)

Houston, TX 77062
(City/State and Zip code)

For further information concerning this matter, please call:

Tanya Dietrich at (800) 862-5438
(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. Living Exhibits, Incorporated

(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. California 3. 03-0572417
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 8/26/2005 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon filing
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 3669 Mt. Ariane Drive, San Diego, CA 92111
(Principal office address)

3669 Mt. Ariane Drive, San Diego, CA 92111
(Current mailing address)

8. Provide temporary and seasonal leases for interactive animal exhibits to zoos and aquariums.
(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: NRAI Services, Inc.
Office Address: 2731 Executive Park Dr., Ste 4
Weston, Florida 33331
(City) (Zip code)

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

NRAI Services, Inc.

Tanya Dietrich
(Registered agent's signature) Tanya Dietrich, Asst. 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:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Michael D. Yeakle

Address: 826 Orange Avenue, Suite 521

Coronado, CA 92118

Director: Brian Joseph

Address: 2339 Royal Crest Drive

Escondido, CA 92025

B. OFFICERS

President: Michael D. Yeakle

Address: 826 Orange Avenue, Suite 521

Coronado, CA 92118

Vice President: Brian Joseph

Address: 2339 Royal Crest Drive

Escondido, CA 92025


Secretary: Sally Joseph

Address: 2339 Royal Crest Drive, Escondido, CA 92025

Treasurer: Gayle B. Yeakle

Address: 826 Orange Avenue, Suite 521, Coronado, CA 92118

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. Michael D. Yeakle, President
(Typed or printed name and capacity of person signing application)

State of California
Secretary of State

CERTIFICATE OF STATUS

ENTITY NAME:

LIVING EXHIBITS, INCORPORATED

FILE NUMBER: C2798283
FORMATION DATE: 08/22/2005
TYPE: DOMESTIC CORPORATION
JURISDICTION: CALIFORNIA
STATUS: ACTIVE (GOOD STANDING)

I, DEBRA BOWEN, Secretary of State of the State of California,
hereby certify:

The records of this office indicate the entity is authorized to exercise
all of its powers, rights and privileges in the State of California.

No information is available from this office regarding the financial
condition, business activities or practices of the entity.



IN WITNESS WHEREOF, I execute this certificate
and affix the Great Seal of the State of
California this day of September 25, 2008.

Debra Bowen

DEBRA BOWEN
Secretary of State