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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

000380.97607

FOREIGN PROFIT/NONPROFIT CORPORATION

ANDREEFF PARTNERS INC.

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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. Andreeff Partners 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. December 23, 2008

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. N/A

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

7. 140 East St. Lucia Lane, Santa Rosa Beach, Florida 32459

(Principal office address)

140 East St. Lucia Lane, Santa Rosa Beach, Florida 32459

(Current mailing address)

8. Any and all lawful business

(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 East Park Avenue**

Tallahassee

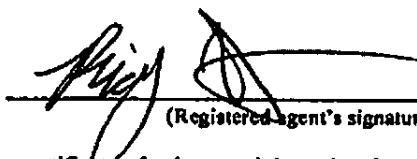
(City)

, 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.



(Registered agent's signature) **Ricky Soto, Assistant 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.

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

A. DIRECTORS

Chairman: Dane C. Andreeff

Address: 140 East St. Lucia Lane
Santa Rosa Beach, Florida 32459

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Dane C. Andreeff

Address: 140 East St. Lucia Lane
Santa Rosa Beach, Florida 32459

Vice President: _____

Address: _____

Secretary: Dane C. Andreeff

Address: 140 East St. Lucia Lane, Santa Rosa Beach, Florida 32459

Treasurer: Dane C. Andreeff

Address: 140 East St. Lucia Lane, Santa Rosa Beach, Florida 32459

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

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

14. Dane C. Andreeff, President
(Typed or printed name and capacity of person signing application)

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FLORIDA

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ANDREEFF PARTNERS 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 TWENTY-NINTH DAY OF DECEMBER, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ANDREEFF PARTNERS INC." WAS INCORPORATED ON THE TWENTY-THIRD DAY OF DECEMBER, 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



081232196

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 7049706

DATE: 12-29-08

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