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From:

Account Name : CORPORATION SERVICE COMPANY
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FOREIGN PROFIT/NONPROFIT CORPORATION

Stonehenge Wealth Management Inc.

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To: FLORIDA

Company:

Fax: 8506176381

Phone:

From: Joyce Markley

Fax:

Phone:

E-mail: jmarkley@cscinfo.com

NOTES:

CSC order #090602 - Florida Pokers Baseball

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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. Stonehenge Wealth Management 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. 7/8/2009

(Date of incorporation)

5. perpetual

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

6. upon qualification

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

7. 175 SW 7th Street, #1100, Miami, FL 33130

(Principal office address)

(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: Steven Michael

Office Address: 175 SW 7th Street #1100

Miami, Florida 33130

(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.

/s/ Steven Michael

(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: _____

Address: _____

Director: _____

~~Vice Chairman:~~ Scott MayerAddress: 1172 South Dixie Hwy #464, Miami, Florida, 33146Director: Steve MichaelAddress: 909 McCleary Street, Delray Beach, Florida 33483Director: Kevin SmithAddress: 24 Sir Bedevere Place, Markham, Ontario, Canada, L3P 2W2**B. OFFICERS**President: Steve MichaelAddress: 909 McCleary Street, Delray Beach, Florida 33483Vice President: Kevin SmithAddress: 24 Sir Bedevere Place, Markham, Ontario, Canada, L3P 2W2Secretary: Kevin SmithAddress: 24 Sir Bedevere Place, Markham, Ontario, Canada, L3P 2W2Treasurer: Scott MayerAddress: 1172 South Dixie Hwy #464, Miami, Florida, 33146**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.13. /s/ Kevin Smith

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

14. Kevin Smith, Secretary

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

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "STONEHENGE WEALTH MANAGEMENT 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-SEVENTH DAY OF AUGUST, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "STONEHENGE WEALTH MANAGEMENT INC." WAS INCORPORATED ON THE EIGHTH DAY OF JULY, A.D. 2009.

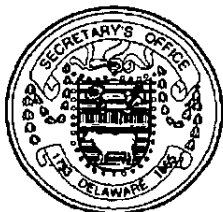
AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7497455

DATE: 08-27-09