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(City/State/Zip/Phone #)

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(Business Entity Name)

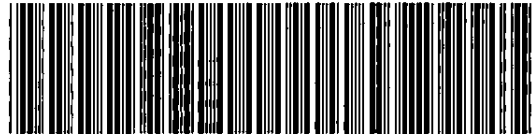
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10 SEP 23 PM 3:31

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COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: HILL-BAY HOLDINGS 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," or "Certificate of Good Standing" 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:

David Jackson
Name of Person

Hill-Bay Holdings Inc
Firm/Company

P.O. 520
Address

Souris P.E. Canada CoA 280
City/State and Zip code

Smid @ Canada. Com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

David Jackson at (902) 969-8135
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. HILL-BAY HOLDINGS 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. Prince Edward Island CANADA 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. January 08 2008 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. July 12 2010
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. SOUAIS Prince Edward Island CANADA
(Principal office address)

P.O. Box 520 SOUAIS P.E. CANADA COA B0
(Current mailing address)

8. HOLDING Company FOR Real estate.
(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)

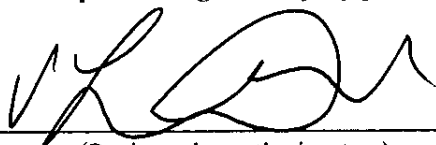
Name: VERONICA Laidlaw

Office Address: 188 ORCHARD ST.

PORT ORANGE, Florida 32127
(City) (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)

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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TALLAHASSEE, FLORIDA

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

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A. DIRECTORS

Chairman:

David Jackson

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Address:

P.O. Box 520

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SOURIS PE CANADA COA 280

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

B. OFFICERS

President:

David Jackson

Address:

P.O. Box 520

SOURIS P.E. CANADA CoA 280

Vice President:

- SAME AS ABOVE -

Address:

Secretary:

- SAME AS ABOVE -

Address:

Treasurer:

- SAME AS ABOVE -

Address:

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.

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

David Jackson - President/CHAIRMAN



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Province of Prince Edward Island

Certificate of Good Standing

(Companies Act)

To Whom It May Concern:

This is to certify that, according to our records

HILL-BAY HOLDINGS INC.

was incorporated under the

Companies Act (R.S.P.E.I. 1988, Cap. C-14) by Letters Patent dated

January 08, 2008

This is to certify further

that, according to our records, the Letters Patent have not been surrendered or revoked.

Dated at Charlottetown, Prince Edward Island, this 21 day of September, 2010

Director of Corporations