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F97000006007

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

11/13
97 NOV 13 PM 12:49
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SECRETARY OF STATE
DIVISION OF CORPORATIONS

LateLife Magic, Inc.

300002346333--1

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*****70.00 *****70.00

☒ Profit

☐ NonProfit

☐ Limited Liability Co.

☒ Foreign

☐ Amendment

☐ Merger

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other UCC Filing

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☐ Reservation

☐ Change of R.A.

☐ Fic. Name

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CR2E031 (1-89)

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. LateNite Magic, Inc.

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware

(State or country under the law of which it is incorporated)

3. 36-4046360

(FEI number, if applicable)

4. August 15, 1995

(Date of incorporation)

5. Perpetual

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

6. Upon Qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 1081 South Cimarron, Suite B-5

Las Vegas, Nevada 89128

(Current mailing address)

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8. To engage in any lawful act or activity for which corporations may be organized
under the General Corporation Law of the State of Delaware

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine
Island Road

Plantation, Florida, 33324

(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

Connie Bryan

(Registered agent's signature) (Officer)
CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

(Type Name and Title of Officer)

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 addresses of officers and/or directors: (See attached Addendum)

A. DIRECTORS

Chairman: Glen Tullman

Address: 1081 South Cimarron, Suite B-5

Las Vegas, Nevada 89128

Vice Chairman: Robert Compton

Address: 1081 South Cimarron, Suite B-5

Las Vegas, Nevada 89128

Director: William R. Underhill

Address: 1081 South Cimarron, Suite B-5

Las Vegas, Nevada 89128

Director: David Copperfield

Address: 1081 South Cimarron, Suite B-5

Las Vegas, Nevada 89128

B. OFFICERS

President: William R. Underhill

Address: 1081 South Cimarron, Suite B-5

Las Vegas, Nevada 89128

Vice President: _____

Address: _____

Secretary: Gene Silverberg

Address: 1081 South Cimarron, Suite B-5

Las Vegas, Nevada 89128

Assistant Secretary: Glen Tullman

Address: 1081 South Cimarron, Suite B-5

Las Vegas, Nevada 89128


Treasurer: Robert Compton

Address: 1081 South Cimarron, Suite B-5

Las Vegas, Nevada 89128

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

13.

 CEO & President
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

William R. Underhill, CEO / President
(Typed or printed name and capacity of person signing application)

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**ADDENDUM TO APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

Item 12(A) Directors

Director: Ngairé Cuneo
Address: 1081 South Cimarron, Suite B-5
Las Vegas, Nevada 89128

Director: Al Rettig
Address: 1081 South Cimarron, Suite B-5
Las Vegas, Nevada 89128

Director: Hiram Kotkin
Address: 1081 South Cimarron, Suite B-5
Las Vegas, Nevada 89128

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State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LATENITE MAGIC, 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 SEVENTH DAY OF NOVEMBER, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2534044 8300

971380303

AUTHENTICATION:

DATE:

8746506

11-07-97

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