

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: STATESMART 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", 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:

S. P. WHITNEY

(Name of Person)

STATESMART INC.

(Firm/Company)

409, S.E. 20TH COURT

(Address)

BOYNTON BEACH FL. 33435.

(City/State/Zip)

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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Should you need to call someone concerning this matter, please call:

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-10/02/98-01078-003
*****78.75 *****78.75

S. P. WHITNEY

(Name of Person)

at (561) 736 8549

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

**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. STATES MART 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. NEVADA U.S.A. 3. 65-0855765
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. JULY 31st 1998 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. SEPTEMBER 1st 1998
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 409 S.E. 20TH COURT, BOYNTON BEACH,
FL 33435
(Current mailing address)

8. ANY LAWFUL ACTIVITY.
(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 or Mail Drop Box **NOT** acceptable)

Name: STEPHEN PHILIP WHITNEY

Office Address: 409 S.E. 20TH COURT

BOYNTON BEACH, Florida, 33435
(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.

S.P. Whitney
(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.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE FLORIDA

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: STEPHEN PHILIP WHITNEY

Address: 409 S.E. 20TH COURT,
BOYNTON BEACH, FL. 33435.

Vice President: _____

Address: _____

Secretary: BARBARA JUNE WHITNEY

Address: 409 S.E. 20TH COURT
BOYNTON BEACH, FL. 33435.

Treasurer: MICHAEL STEPHEN WHITNEY

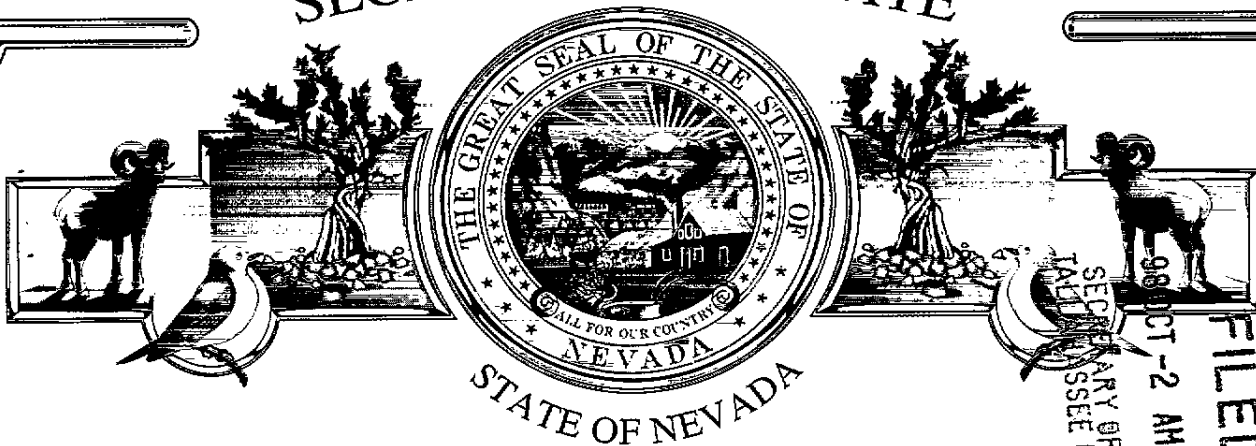
Address: 626 S.E. 4TH AVENUE,
DELRAY BEACH, FL. 33483.

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

13. S.P. Whitney
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. S.P. WHITEY
(Typed or printed name and capacity of person signing application)

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **STATESMART INC.** as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since July 31, 1998, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on September 28, 1998.



Dean Heller
Secretary of State

By

J. H. Musch
Certification Clerk