

Division of Corporations

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F99000006467

Florida Department of State
Division of Corporations
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FOREIGN PROFIT QUALIFICATION

3681025 Canada Inc.

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TALLAHASSEE, FLORIDA

December 15, 1999

RUDEN, MCCLOSKEY, SMITH

SUBJECT: 3681025 CANADA INC.
REF: W99000028573

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

FAX Aud. #: E99000031921
Letter Number: 699A00058843

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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. 3681025 Canada Inc.

(Name of corporation; the word "INCORPORATED," "COMPANY," or "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. Canada

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

3. December 8, 1999

(Date of Incorporation)

4. Perpetual

(Duration)

5. N/A

(Federal Employer Identification number, if applicable)

6. UPON QUALIFICATION

(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 4996 Place de la Savane, Suite 101, Montreal, Quebec H4P 1Z6

(Current mailing address)

8. To serve as managing member of South Florida Beach Properties, LLC
(Corporate purpose and nature of business in which it is engaged in Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: Neil Arnovitz

Address: 4996 Place de la Savane, Suite 101

Montreal, Quebec H4P 1Z6 Canada

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. Officers:

President: Neil Arnovitz
 Address: 4996 Place de la Savane - Suite 101
Montreal, Quebec H4P 1Z6 Canada

Vice President: _____
 Address: _____

Secretary: Neil Arnovitz
 Address: 4996 Place de la Savane - Suite 101
Montreal, Quebec H4P 1Z6 Canada

Treasurer: _____
 Address: _____

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(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: Glen A. Stankee
 Office Address: 200 East Broward Blvd. - Suite 1500
Ft. Lauderdale, Florida 33301
 Zip Code

11. 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: _____

12. 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.

2681025 CANADA INC

13. Bg. Neil Arnovitz
 (Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. President
 (Name and capacity of person signing application)

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Industry Canada

Industrie Canada

**CERTIFICATE OF COMPLIANCE
S.S. 263(2)**

**CERTIFICAT DE CONFORMITÉ
S.S. 263(2)**

3681025 Canada Inc.

368102-5

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Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I HEREBY CERTIFY that the corporation named above is a body corporate incorporated or continued under the *Canada Business Corporations Act* and not discontinued under that Act and that it has not been dissolved and it has sent to the Director the required Annual Returns.

JE CERTIFIE, par les présentes, que la société ci-dessus mentionnée est une personne morale constituée ou prorogée en vertu de la *Loi canadienne sur les sociétés par actions* et n'a pas changé de régime en vertu de cette Loi et qu'elle n'a pas été dissoute et la société a remis au directeur les rapports annuels dont l'envoi est requis.

Deputy Director - Directeur adjoint

December 14, 1999 / le 14 décembre 1999

Date

Canada

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