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Document Number

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
850-222-1092

DATE: 12 / 5

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Corporation(s) Name

Falcon Logistics Inc

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TALLAHASSEE
SECRETARY OF STATE
FLORIDA

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Mark
<input type="checkbox"/> LLC	<input type="checkbox"/> Withdrawal	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> UBR	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> Ch. RA
<input type="checkbox"/> UCC () 1 or () 3		

***Special Instructions**

<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> arts/ameds/mergers () Other-See Above		
<input checked="" type="checkbox"/> Walk in	<input checked="" type="checkbox"/> Pick-up	<input type="checkbox"/> Will Wait

Please Return Filed Stamped
Copies To:

Jeffrey Butterfield
Thank You!

RECEIVED
00 DEC-5 AM 11:18
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Handwritten signature

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. Falcon Logistics 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 3. Applies For
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. November 8, 2000 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon acceptance of qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 15 Independence Boulevard, Warren, N.J. 07059
(Principal office address)

Same as above
(Current mailing address)

8. Supply chain management
(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: CT Corporation

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(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.

CT Corporation System

Charles W Meyer
(Registered agent's signature)

CHARLES W. MEYER
ASSISTANT SECRETARY

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

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: See attached Sheet

Address: _____

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: See attached sheet

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

- X 13. Michael Sprague - ASSISTANT - SECRETARY
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)
- 14. Nancy Olive - PRESIDENT
(Typed or printed name and capacity of person signing application)

Michael Sprague-Assistant Secretary
Nancy Olive-President

DIRECTORS

Name:

Address:

Michael Sprague

91 Skyway Avenue, Suite 200
Etobicoke, Ontario
Canada M9W 6C7

Steve Crowther

15 Independence Boulevard
Warren, N. J. 07059

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FLORIDA
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OFFICERS

Name:

Office :

Address:

Nancy Olive

President

91 Skyway Avenue, Suite 200
Etobicoke, Ontario
Canada M9W 6C7

Matthew Keogh

Secretary/Treasurer

91 Skyway Avenue, Suite 200
Etobicoke, Ontario
Canada M9W 6C7

Steve Crowther

Assistant Secretary

15 Independence Boulevard
Warren, N.J. 07059

Michael Sprague

Assistant Secretary

91 Skyway Avenue, Suite 200
Etobicoke, Ontario
Canada M9W 6C7

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FALCON LOGISTICS 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 FOURTH DAY OF DECEMBER, A.D. 2000.

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State
AUTHENTICATION: 0828497

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DATE: 12-04-00