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Oakville Capital, Inc.

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J. BRYAN JUN 23 2005

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.

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1. Oakville Capital, 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. Nevada 3. NA (State or country under the law of which it is incorporated) (FEI number, if applicable)

4. January 21, 2003 5. Perpetual (Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 17930 Ril Marianna Ct., Morgan Hill, CA 95037 (Principal office address) 17930 Ril Marianna Ct., Morgan Hill, CA 95037 (Current mailing address)

8. (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: Agents and Corporations, Inc.

Office Address: Suite E, 773 4th Avenue North

Naples, Florida 34102 (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.

David Williams (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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Aaron T. Wheeler

Address: 17930 Ril Marianna Ct.
Morgan Hill, CA 95037

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: Aaron T. Wheeler

Address: 17930 Ril Marianna Ct.,
Morgan Hill, CA 95037

Vice President: _____

Address: _____

Secretary: Aaron T. Wheeler

Address: 17930 Ril Marianna Ct., Morgan Hill, CA 95037

Treasurer: Aaron T. Wheeler

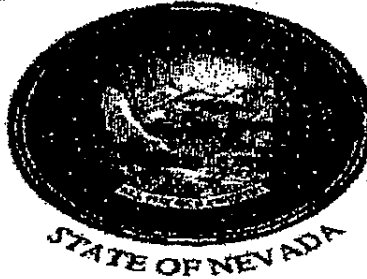
Address: 17930 Ril Marianna Ct., Morgan Hill, CA 95037

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)

SECRETARY OF STATE



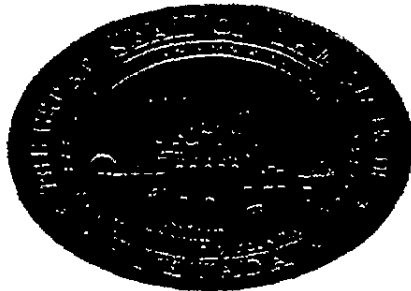
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JULIA J. HALL
CORPORATIONS
TALLAHASSEE, FLORIDA

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, non-profit corporations, corporation soles, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts 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, **OAKVILLE CAPITAL, 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 January 21, 2003, 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 on June 20, 2005.



Dean Heller

DEAN HELLER
Secretary of State

BY *Rhonda J.*
Certification Clerk