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OMB APPROVAL
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Estimated average burden
hours per response:16.00



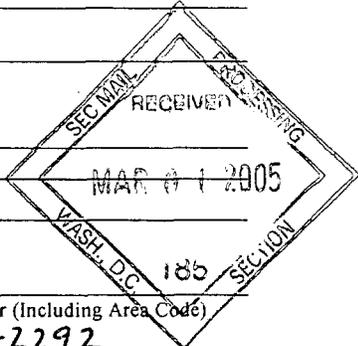
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FORM D
NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

Name of Offering (check if this is an amendment and name has changed, and indicate change.)

Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE
Type of Filing: New Filing Amendment



A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (check if this is an amendment and name has changed, and indicate change.)

Ethical Marketplace LLC

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
3350 Tilden Street, Philadelphia, PA 19129 215-844-2292

Address of Principal Business Operations (if different from Executive Offices) (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
St. Augustine, FL 32084 904-829-3140

Brief Description of Business
Television Show entitled "Ethical Marketplace"

Type of Business Organization
 corporation limited partnership, already formed other (please specify): *Limited Liability Corp*
 business trust limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: Month Year *01 03* Actual Estimated
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: *FL*)
CN for Canada; FN for other foreign jurisdiction)

PROCESSED
B MAR 07 2005
THOMSON FINANCIAL

GENERAL INSTRUCTIONS

Federal:
Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).
When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.
Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.
Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.
Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.
Filing Fee: There is no federal filing fee.

State:
This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.



A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer.
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Gary Tomchuk, Gary
Full Name (Last name first, if individual)

3350 Tilden Street, Philadelphia, PA 19129
Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Hazel Henderson, Hazel
Full Name (Last name first, if individual)

10 Carrera St. St. Augustine, FL 32084
Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Alan F. Kay
Full Name (Last name first, if individual)

10 Carrera St. St. Augustine, FL 32084
Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Rinaldo Bruto
Full Name (Last name first, if individual)

428 Bryant Circle Ojai, CA, 93023
Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Lori Grace
Full Name (Last name first, if individual)

45 Clemente C-200 Tiboron, CA 94920
Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Rebecca Adamson
Full Name (Last name first, if individual)

11917 Main St. Fredericksburg, VA 22408
Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Bob Monks
Full Name (Last name first, if individual)

100 Monastery Road, Cape Elizabeth, ME 04107
Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Yes No

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual? \$ 10,000.00

3. Does the offering permit joint ownership of a single unit? Yes No

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) All States

<input type="checkbox"/> AL	<input type="checkbox"/> AK	<input type="checkbox"/> AZ	<input type="checkbox"/> AR	<input checked="" type="checkbox"/> GA	<input type="checkbox"/> CO	<input type="checkbox"/> CT	<input type="checkbox"/> DE	<input type="checkbox"/> DC	<input checked="" type="checkbox"/> FL	<input type="checkbox"/> GA	<input type="checkbox"/> HI	<input type="checkbox"/> ID
<input type="checkbox"/> IL	<input type="checkbox"/> IN	<input checked="" type="checkbox"/> IA	<input type="checkbox"/> KS	<input type="checkbox"/> KY	<input type="checkbox"/> LA	<input checked="" type="checkbox"/> ME	<input checked="" type="checkbox"/> MD	<input checked="" type="checkbox"/> MA	<input type="checkbox"/> MI	<input checked="" type="checkbox"/> MN	<input type="checkbox"/> MS	<input type="checkbox"/> MO
<input type="checkbox"/> MT	<input type="checkbox"/> NE	<input type="checkbox"/> NV	<input type="checkbox"/> NH	<input type="checkbox"/> NJ	<input type="checkbox"/> NM	<input type="checkbox"/> NY	<input type="checkbox"/> NC	<input type="checkbox"/> ND	<input type="checkbox"/> OH	<input type="checkbox"/> OK	<input type="checkbox"/> OR	<input type="checkbox"/> PA
<input type="checkbox"/> RI	<input type="checkbox"/> SC	<input type="checkbox"/> SD	<input type="checkbox"/> TN	<input type="checkbox"/> TX	<input type="checkbox"/> UT	<input type="checkbox"/> VT	<input type="checkbox"/> VA	<input type="checkbox"/> WA	<input checked="" type="checkbox"/> WV	<input type="checkbox"/> WI	<input type="checkbox"/> WY	<input type="checkbox"/> PR

Full Name (Last name first, if individual)

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States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) All States

<input type="checkbox"/> AL	<input type="checkbox"/> AK	<input type="checkbox"/> AZ	<input type="checkbox"/> AR	<input type="checkbox"/> CA	<input type="checkbox"/> CO	<input type="checkbox"/> CT	<input type="checkbox"/> DE	<input type="checkbox"/> DC	<input type="checkbox"/> FL	<input type="checkbox"/> GA	<input type="checkbox"/> HI	<input type="checkbox"/> ID
<input type="checkbox"/> IL	<input type="checkbox"/> IN	<input type="checkbox"/> IA	<input type="checkbox"/> KS	<input type="checkbox"/> KY	<input type="checkbox"/> LA	<input type="checkbox"/> ME	<input type="checkbox"/> MD	<input type="checkbox"/> MA	<input type="checkbox"/> MI	<input type="checkbox"/> MN	<input type="checkbox"/> MS	<input type="checkbox"/> MO
<input type="checkbox"/> MT	<input type="checkbox"/> NE	<input type="checkbox"/> NV	<input type="checkbox"/> NH	<input type="checkbox"/> NJ	<input type="checkbox"/> NM	<input type="checkbox"/> NY	<input type="checkbox"/> NC	<input type="checkbox"/> ND	<input type="checkbox"/> OH	<input type="checkbox"/> OK	<input type="checkbox"/> OR	<input type="checkbox"/> PA
<input type="checkbox"/> RI	<input type="checkbox"/> SC	<input type="checkbox"/> SD	<input type="checkbox"/> TN	<input type="checkbox"/> TX	<input type="checkbox"/> UT	<input type="checkbox"/> VT	<input type="checkbox"/> VA	<input type="checkbox"/> WA	<input type="checkbox"/> WV	<input type="checkbox"/> WI	<input type="checkbox"/> WY	<input type="checkbox"/> PR

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) All States

<input type="checkbox"/> AL	<input type="checkbox"/> AK	<input type="checkbox"/> AZ	<input type="checkbox"/> AR	<input type="checkbox"/> CA	<input type="checkbox"/> CO	<input type="checkbox"/> CT	<input type="checkbox"/> DE	<input type="checkbox"/> DC	<input type="checkbox"/> FL	<input type="checkbox"/> GA	<input type="checkbox"/> HI	<input type="checkbox"/> ID
<input type="checkbox"/> IL	<input type="checkbox"/> IN	<input type="checkbox"/> IA	<input type="checkbox"/> KS	<input type="checkbox"/> KY	<input type="checkbox"/> LA	<input type="checkbox"/> ME	<input type="checkbox"/> MD	<input type="checkbox"/> MA	<input type="checkbox"/> MI	<input type="checkbox"/> MN	<input type="checkbox"/> MS	<input type="checkbox"/> MO
<input type="checkbox"/> MT	<input type="checkbox"/> NE	<input type="checkbox"/> NV	<input type="checkbox"/> NH	<input type="checkbox"/> NJ	<input type="checkbox"/> NM	<input type="checkbox"/> NY	<input type="checkbox"/> NC	<input type="checkbox"/> ND	<input type="checkbox"/> OH	<input type="checkbox"/> OK	<input type="checkbox"/> OR	<input type="checkbox"/> PA
<input type="checkbox"/> RI	<input type="checkbox"/> SC	<input type="checkbox"/> SD	<input type="checkbox"/> TN	<input type="checkbox"/> TX	<input type="checkbox"/> UT	<input type="checkbox"/> VT	<input type="checkbox"/> VA	<input type="checkbox"/> WA	<input type="checkbox"/> WV	<input type="checkbox"/> WI	<input type="checkbox"/> WY	<input type="checkbox"/> PR

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$ _____	\$ <u>10,000</u>
Equity	\$ <u>1,000,000</u>	\$ <u>25,000</u>
	<input type="checkbox"/> Common <input checked="" type="checkbox"/> Preferred	
Convertible Securities (including warrants)	\$ _____	\$ _____
Partnership Interests	\$ _____	\$ _____
Other (Specify _____)	\$ _____	\$ _____
Total	\$ 0.00	\$ <u>0.00</u>
	<u>1,000,000</u>	<u>135,000</u>

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	<u>7</u>	\$ <u>35,000</u>
Non-accredited Investors	_____	\$ _____
Total (for filings under Rule 504 only)	<u>0</u>	\$ <u>0.00</u>
		<u>25,000</u>

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.

Type of Offering	Type of Security	Dollar Amount Sold
Rule 505	_____	\$ _____
Regulation A	_____	\$ _____
Rule 504	_____	\$ _____
Total	_____	\$ <u>0.00</u>

4 a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	<input type="checkbox"/>	\$ _____
Printing and Engraving Costs	<input checked="" type="checkbox"/>	\$ <u>1,000</u>
Legal Fees	<input checked="" type="checkbox"/>	\$ <u>16,500</u>
Accounting Fees	<input checked="" type="checkbox"/>	\$ <u>500</u>
Engineering Fees	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$ <u>-</u>
Other Expenses (identify)	<input type="checkbox"/>	\$ _____
Total	<input checked="" type="checkbox"/>	\$ <u>18,000</u>

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

b. Enter the difference between the aggregate offering price given in response to Part C — Question 1 and total expenses furnished in response to Part C — Question 4.a. This difference is the “adjusted gross proceeds to the issuer.”

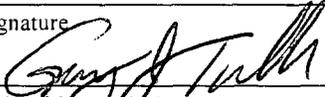
982,000
\$ 0.00

5. Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C — Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments to Others
Salaries and fees	<input checked="" type="checkbox"/> \$ 75,000	<input checked="" type="checkbox"/> \$ 100,000
Purchase of real estate	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Construction or leasing of plant buildings and facilities	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ 15,000
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Repayment of indebtedness	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Working capital	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ 292,000
Other (specify): <u>Television Production</u>	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ 500,000
.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
.....	<input type="checkbox"/> \$ <u>75,000</u>	<input type="checkbox"/> \$ _____
Column Totals	<input checked="" type="checkbox"/> \$ <u>0.00</u>	<input checked="" type="checkbox"/> \$ <u>0.00 907,000</u>
Total Payments Listed (column totals added)	<input type="checkbox"/> \$ <u>0.00 982,000</u>	

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) <u>Ethical Marketplace, LLC</u>	Signature 	Date <u>2/21/05</u>
Name of Signer (Print or Type) <u>Gary Tomchuk</u>	Title of Signer (Print or Type) <u>CEO</u>	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

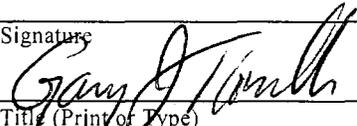
E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? Yes No

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) Ethical Marketplace, LLC	Signature 	Date 2/21/05
Name (Print or Type) Gary Tomchuk	Title (Print or Type) CEO	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA		X	Preferred Equity \$1,000,000	7	Ø	Ø	Ø		X
CO									
CT									
DE									
DC									
FL		X	Preferred Equity \$1,000,000	2	Ø	Ø	Ø		X
GA									
HI									
ID									
IL									
IN									
IA	✓		Preferred Equity \$1,000,000	Ø	Ø	1	Ø		X
KS									
KY									
LA									
ME		X	Preferred Equity \$1,000,000	Ø	Ø	Ø	Ø		X
MD		X	Preferred Equity \$1,000,000	3	Ø	Ø	Ø		X
MA		X	Preferred Equity \$1,000,000	2	Ø	Ø	Ø		X
MI									
MN		X	Preferred Equity \$1,000,000	2	\$25,000	Ø	Ø		X
MS									

APPENDIX

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
MO									
MT									
NE									
NV									
NH									
NJ									
NM									
NY									
NC									
ND									
OH									
OK									
OR									
PA									
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA									
WV		X	Debt \$10,000	1	\$10,000	0	0		X
WI		X	Preferred Equity \$1,070,070	1	0	0	0		X

APPENDIX

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)			Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
WY	<input type="checkbox"/>	<input type="checkbox"/>						<input type="checkbox"/>	<input type="checkbox"/>
PR	<input type="checkbox"/>	<input type="checkbox"/>						<input type="checkbox"/>	<input type="checkbox"/>

Form U-2

Form U-2 Uniform Consent to Service of Process

Know all men by these presents:

That the undersigned Ethical Marketplaces (a corporation), (a partnership), a Limit Liability Company organized under the laws of Florida, or (an individual), [strike out inapplicable nomenclature] for purposes of complying with the laws of the States indicated hereunder relating to either the registration or sale of securities, hereby irrevocably appoints the officers of the States so designated hereunder and their successors in such offices, its attorney in those States so designated upon whom may be served any notice, process or pleading in any action or proceeding against it arising out of, or in connection with, the sale of securities or out of violation of the aforesaid laws of the States so designated; and the undersigned does hereby consent that any such action or proceeding against it may be commenced in any court of competent jurisdiction and proper venue within the States so designated hereunder by service of process upon the officers so designated with the same effect as if the undersigned was organized or created under the laws of that State and have been served lawfully with process in that State.

It is requested that a copy of any notice, process or pleading served hereunder be mailed to:

Gary Tomchuk, CEO

 (Name)
3350 Tilden Street, Philadelphia, PA 19129

 (Address)

Place an "X" before the names of all the States for which the person executing this form is appointing the designated Officer of that State as its attorney in that State for receipt of service of process:

- | | | | |
|---|---|---|---|
| <input type="checkbox"/> ALABAMA | Secretary of State. | <input type="checkbox"/> DISTRICT OF COLUMBIA | Each member of Public Service Commission or Commissioner's successor in office. |
| <input type="checkbox"/> ALASKA | Commissioner, Department of Community and Economic Development. | <input checked="" type="checkbox"/> FLORIDA | Department of Banking and Finance. |
| <input type="checkbox"/> ARIZONA | The Corporation Commission. | <input type="checkbox"/> GEORGIA | Commissioner of Securities. |
| <input type="checkbox"/> ARKANSAS | Commissioner of Securities Department. | <input type="checkbox"/> GUAM | Administrator, Department of Revenue and Taxation. |
| <input checked="" type="checkbox"/> CALIFORNIA | Commissioner of Corporations. | <input type="checkbox"/> HAWAII | Commissioner of Securities. |
| <input checked="" type="checkbox"/> COLORADO | Securities Commissioner. | <input type="checkbox"/> IDAHO | Director, Department of Finance and his successors in office. |
| <input checked="" type="checkbox"/> CONNECTICUT | Banking Commissioner. | <input type="checkbox"/> ILLINOIS | Secretary of State. |
| <input type="checkbox"/> DELAWARE | Securities Commissioner. | <input type="checkbox"/> INDIANA | Secretary of State. |

- | | | | |
|---|---|---|---|
| <input checked="" type="checkbox"/> IOWA | Commissioner of Insurance. | _____ NORTH CAROLINA | Secretary of State. |
| _____ KANSAS | Secretary of State. | _____ NORTH DAKOTA | Securities Commissioner. |
| _____ KENTUCKY | Commissioner, Department of Financial Institutions. | _____ OHIO | Secretary of State. |
| _____ LOUISIANA | Commissioner of Securities. | _____ OREGON | Director, Department of Consumer and Business Services. |
| <input checked="" type="checkbox"/> MAINE | Securities Administrator. | _____ OKLAHOMA | Securities Administrator. |
| <input checked="" type="checkbox"/> MARYLAND | Securities Commissioner of the Division of Securities. | _____ PENNSYLVANIA | Pennsylvania does not require filing of a Consent to Service of Process. |
| <input checked="" type="checkbox"/> MASSACHUSETTS | Secretary of State. | _____ PUERTO RICO | Commissioner of Financial Institutions. |
| _____ MICHIGAN | Commissioner, Office of Financial and Insurance Services. | _____ RHODE ISLAND | Director of Department of Business Regulation. |
| <input checked="" type="checkbox"/> MINNESOTA | Commissioner of Commerce. | _____ SOUTH CAROLINA | Attorney General (ex officio Securities Commissioner). |
| _____ MISSISSIPPI | Secretary of State. | _____ SOUTH DAKOTA | Director of the Division of Securities. |
| _____ MISSOURI | Commissioner of Securities. | _____ TENNESSEE | Commissioner of Commerce and Insurance. |
| _____ MONTANA | Securities Commissioner and his successors in office. | _____ TEXAS | Securities Commissioner. |
| _____ NEBRASKA | Director of Department of Banking and Finance. | _____ UTAH | Director, Division of Securities. |
| _____ NEVADA | Administrator of the Securities Division of the Office of the Secretary of State. | _____ VERMONT | Commissioner of Banking, Insurance, Securities, and Health Care Administration. |
| _____ NEW HAMPSHIRE | Secretary of State. | _____ VIRGINIA | Clerk, State Corporation Commission. |
| _____ NEW JERSEY | Chief, Bureau of Securities in the Division of Consumer Affairs of the Department of Law and Public Safety. | _____ WASHINGTON | Director of the Department of Financial Institutions. |
| _____ NEW MEXICO | Director, Securities Division of the Regulation and Licensing Department.. | <input checked="" type="checkbox"/> WEST VIRGINIA | Commissioner (Auditor of the State). |
| _____ NEW YORK | Secretary of State. | _____ WISCONSIN | Division of Securities, Department of Financial Institutions. |
| | | _____ WYOMING | Secretary of State. |

Dated this 21 day of February, 20 05.

(SEAL)

By Gary Tomchuk
 Title CEO / Manager

CORPORATE ACKNOWLEDGMENT

State or Province of Pa }
County of Phila } ss.

On this 22 day of February, 2008 before me Bruce A. Cohen, the undersigned officer, personally appeared Gary Tomchok known personally to me to be the Chief Executive Officer of the above named corporation and acknowledged that he, as an (Title)

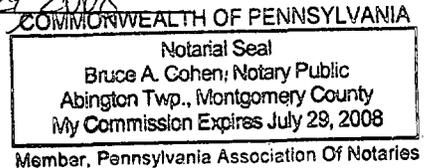
officer being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as an officer.

IN WITNESS WHEREOF I have hereunto set my hand and official seal.

Bruce A. Cohen
Notary Public/Commissioner of Oaths

(SEAL)

My Commission Expires July 29, 2008



INDIVIDUAL OR PARTNERSHIP ACKNOWLEDGMENT

State or Province of _____ }
County of _____ } ss.

On this _____ day of _____, 20____, before me, _____, the undersigned officer, personally appeared _____ to me personally known and known to me to be the same person(s) whose name(s) is(are) signed to the foregoing instrument, and acknowledged the execution thereof for the uses and purposes therein set forth.

IN WITNESS WHEREOF I have hereunto set my hand and official seal.

Notary Public/Commissioner of Oaths

(SEAL)

My Commission Expires _____