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Florida Department of State  
Division of Corporations  
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Katherine Harris, Secretary of State

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**FOREIGN PROFIT QUALIFICATION**

**Cappello Capital Corp.**

Certificate of Status	1
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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. Cappello Capital Corp.

(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. California

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

3. 95-4359995

(FEI number, if applicable)

4. 02-18-1992

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon 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. 1299 Ocean Blvd., Suite 306 Santa Monica, CA 90401

(Principal office address)

1299 Ocean Blvd., Ste. 306 Santa Monica, CA 90401

(Current mailing address)

8. Investment Banking Services

(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: John M. McDonald III

Office Address: 701 N. Franklin Street, 2nd Floor

Tampa, Florida 33602  
(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.*

  
(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.

Matthew J. Foster, Esquire  
Florida Bar # 382991  
Foley & Lardner  
800 N. Tampa Street, Suite 2700  
Tampa, Florida 33602  
Phone 813-229-2300

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

A. DIRECTORS

Chairman:

Address:

Vice Chairman:

Address:

Director: Gerard K. Cappello

Address: 1299 Ocean Blvd. Suite 306

Santa Monica, CA 90401

Director:

Address:

B. OFFICERS

President: Gerard K. Cappello

Address: 1299 Ocean Avenue, Ste. 306

Santa Monica, CA 90401

Vice President:

Address:

Secretary: Gerard K. Cappello

Address: 1299 Ocean Avenue, Ste. 306 Santa Monica, CA 90401

Treasurer:

Address:

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

13.

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

Gerard K. Cappello, Director

(Typed or printed name and capacity of person signing application)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

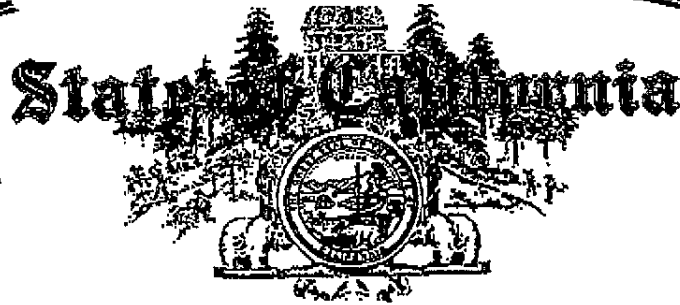
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**SECRETARY OF STATE  
CERTIFICATE OF STATUS  
DOMESTIC CORPORATION**

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the 18th day of February, 1992, CAPPELLO CAPITAL CORP. became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of September 15, 2000.



*Bill Jones*  
BILL JONES  
Secretary of State

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