

F01000003018



ACCOUNT NO. : 072100000032

REFERENCE : 167830 7273818

AUTHORIZATION : *Patricia Fights*

COST LIMIT : \$ 70.00

01 JUN -6 PM 1:10
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : May 30, 2001

ORDER TIME : 10:25 AM

ORDER NO. : 167830-020

CUSTOMER NO: 7273818

CUSTOMER: Ms. Harriet M. Neill
C3 Capital Corporation
7650 W. Courtney Campbell Csw
Suite 1120
Tampa, FL 33607

BK

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TALLAHASSEE, FLORIDA
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FOREIGN FILINGS

5

NAME: C3 CAPITAL CORPORATION

300004367699--9

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER: _____

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. C3 Capital Corporation
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of natural person or partnership if not so contained in the name at present.)
2. Colorado 3. 84-1586081
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. April 12, 2001 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. May 05, 2001
(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.)
c/o C3 Capital Corporation, Suite 290, 6300 South Syracuse Way
7. Englewood, CO 80111
(Principal office address)

Suite 1120, 7650 W Courtney Campbell Cswy, Tampa, FL 33607

(Current mailing address)

Non-vehicular Equipment Leasing and to engage in any act or activity for which corporations may be organized.

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 or Mail Drop Box **NOT** acceptable)

Name: CMB Capital, LLC

Office Address: 7650 W Courtney Campbell Cswy, Ste 1120

Tampa, Florida 33607
(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.

CMB Capital, LLC

By: _____

(Registered agent's signature)

Christopher R. Sullivan, 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.

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

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

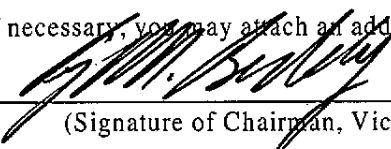
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. Clay M. Biddinger, President
(Typed or printed name and capacity of person signing application)

OFFICERS/DIRECTORS RIDER

FL-Application by Foreign Corporation for Authorization

C3 Capital Corporation

List of Officers

Name: Clay M. Biddinger **Title:** President/CEO/Treasurer
Bus. Addr.: c/o C3 Capital Corporation 7650 W Courtney Campbell Cswy, Ste 1120,
Tampa, FL 33607

Name: Christopher R. Sullivan **Title:** Secretary
Bus. Addr.: c/o C3 Capital Corporation 7650 W Courtney Campbell Cswy, Ste 1120,
Tampa, FL 33607

List of Directors

Name: Clay M. Biddinger **Term:** Apr 12, 2002
Bus. Addr.: c/o C3 Capital Corporation 7650 W Courtney Campbell Cswy, Ste 1120,
Tampa, FL 33607

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TALLAHASSEE, FLORIDA



STATE OF COLORADO

DEPARTMENT OF
STATE

CERTIFICATE

I, DONETTA DAVIDSON, SECRETARY OF STATE OF THE STATE OF
COLORADO HEREBY CERTIFY THAT

ACCORDING TO THE RECORDS OF THIS OFFICE

C3 CAPITAL CORPORATION
(COLORADO CORPORATION)

FILE # 20011075328 WAS FILED IN THIS OFFICE ON April 12, 2001
AND HAS COMPLIED WITH THE APPLICABLE PROVISIONS OF THE
LAWS OF THE STATE OF COLORADO AND ON THIS DATE IS IN GOOD
STANDING AND AUTHORIZED AND COMPETENT TO TRANSACT BUSINESS
OR TO CONDUCT ITS AFFAIRS WITHIN THIS STATE.

Dated: May 29, 2001

Donetta Davidson

SECRETARY OF STATE

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01 JUN -9
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TALLAHASSEE, FLORIDA
1:11