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TRANSMITTAL LETTER

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-08/14/01--01008--001  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

TO: Registration Section  
Division of Corporations

SUBJECT: HAMILTON Capital Group, Inc.  
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Christine Friedman, Esq.  
(Name of Person)

SAME  
(Firm/Company)

212 Asbury Rd  
(Address)

Farmingdale, NJ 07727  
(City/State and Zip code)

For further information concerning this matter, please call:

Christine Friedman at ( 732 ) 751-0315  
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:  
Registration Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

MAILING ADDRESS:  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Enclosed is a check for the following amount:

\$78.75 Filing Fee &  \$87.50 Filing Fee

DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
2001 OCT 23 AM 9:06

FILED

32



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

August 15, 2001

CHRISTINE FRIEDMAN, ESQ.  
212 ASBURY RD  
FARMINGDALE, NJ 07727

SUBJECT: HAMILTON CAPITAL GROUP, INC.  
Ref. Number: W01000018836

We have received your document for HAMILTON CAPITAL GROUP, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

A photocopy of the certificate of existence is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Shawn Logan  
Document Specialist

Letter Number: 201A00046662

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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. Hamilton Capital Group 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. 22-362-9417  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. December 17, 1998 5. Perpetual  
(Date of incorporation) (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. 2430 Hwy 34 Bldg A Manasquan, NJ 08736  
(Principal office address)

SAME  
(Current mailing address)

8. Motor Vehicle Sales Finance Company  
(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: NRAI Services Inc.

Office Address: 526 E. Park Avenue

Tallahassee, Florida 32301  
(City) (Zip code)

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TALLAHASSEE, FLORIDA

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.

Ruth Talavera  
(Registered agent's signature) Ruth Talavera, Assistant Secretary

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

A. DIRECTORS

Chairman: Peter Ubaldi

Address: 2430 Hwy 34 Bldg A  
Manasquan NJ 08736

Vice Chairman: Martin Friedman

Address: 2430 Hwy 34 Bldg A  
Manasquan NJ 08736

Director:

Address:

Director:

Address:

B. OFFICERS

President: Martin Friedman

Address: SAME AS ABOVE

Vice President: Peter Ubaldi

Address: SAME AS ABOVE

Secretary: C. Friedman

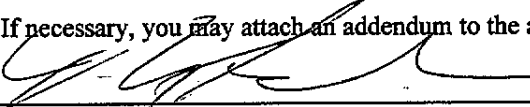
Address: 212 Asbury Rd  
Farmingdale, NY 07727

Treasurer:

Address:

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TALLAHASSEE, FLORIDA

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

*State of Delaware*  
*Office of the Secretary of State* PAGE 1

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HAMILTON CAPITAL GROUP, 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 TWENTIETH DAY OF SEPTEMBER, A.D. 2001.



*Harriet Smith Windsor*  
*Harriet Smith Windsor, Secretary of State*

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AUTHENTICATION: 1350827

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DATE: 09-20-01