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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 205-0383

From: Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 521-1030

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 AUG 19 AM 8:22

FOREIGN PROFIT QUALIFICATION

CAPITAL PROCESSING, INC.

RECEIVED
02 AUG 20 AM 7:43
DIVISION OF CORPORATION

Certificate of Status	0
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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. Capital Processing, 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. New York (State or country under the law of which it is incorporated)
3. (FEI number, if applicable)

4. 8/14/02 (Date of incorporation)
5. perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. 9/1/02 (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. 1075 Central Park Ave., Scarsdale, NY 10583
(Principal office address)
same as above
(Current mailing address)

8. To provide financial and other services and otherwise to engage in any lawful act or activity for which a corporation may be organized.
(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: Corporation Service Company

Office Address: 1201 Rays Street

Tallahassee, Florida 32307
(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.

Corporation Service Company
(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.

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AUG. 19, 2002 3:18PM

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

A. DIRECTORS

Chairman: Rudolph U. Southwell, Jr.
Address: 1075 Central Park Avenue
Scarsdale, NY 10583

Vice Chairman:
Address:

Director:
Address:

Director:
Address:

B. OFFICERS

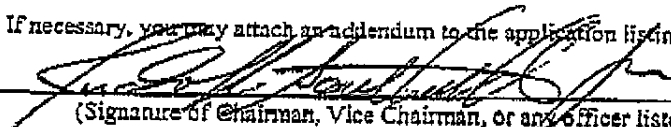
Chief Executive Officer: Rudolph U. Southwell, Jr.
Address: 1075 Central Park Avenue
Scarsdale, NY 10583

President/Treasurer: Alvin Joseph
Address: 1075 Central Park Avenue
Scarsdale, NY 10583

Secretary: Arthur M. Seidt
Address: 1075 Central Park Avenue
Scarsdale, NY 10583

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

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State of New York)
Department of State) ss:

I hereby certify, that the Certificate of Incorporation of CAPITAL PROCESSING, INC. was filed on 08/14/2002, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

Witness my hand and the official seal of the Department of State at the City of Albany, this 14th day of August two thousand and two.



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