

F 98000002920

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

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

Dear Sir or Madam:

400002532034--8  
-05/21/98-01097-001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

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:

Ronald P. Russo Jr.  
(Name of Person)

Merchant Capital, Inc.  
(Firm/Company)

PO Box 27740  
(Address)

Las Vegas, NV 89126  
(City/State/Zip)

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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Should you need to call someone concerning this matter, please call:

Ronald P. Russo Jr. at (561) 271-3010  
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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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TALLAHASSEE, FLORIDA  
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1. Merchant Capital Inc.  
(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. Nevada 3. 88-0343651  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. August 28, 1995 5. perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. pending  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. ~~21346 St. Andrews Blvd. Boca Raton, FL 33433~~ 21346 St. Andrews Blvd. Ste. 222  
~~Boca Raton, FL 33433~~ Boca Raton, FL 33433  
(Current mailing address)

8. Corporate Finance  
(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: Ronald P. Russo Jr.

Office Address: ~~21346 St. Andrews Blvd. Boca Raton, FL 33433~~ 21346 St. Andrews Blvd. Ste. 222  
Boca Raton, Florida, ~~33433~~ 33433  
(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.

[Signature]  
(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.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Ronald P. Russo Jr.

Address: ~~21346 St. Andrews Blvd. Ste. 222~~ 21346 St. Andrews Blvd. Ste. 222  
Boca Raton, FL 33433

Vice Chairman: Same as above

Address: \_\_\_\_\_

Director: Same as above

Address: \_\_\_\_\_

Director: Same as above

Address: \_\_\_\_\_

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B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Same as above

Address: \_\_\_\_\_

Vice President: Same as above

Address: \_\_\_\_\_

Secretary: Same as above

Address: \_\_\_\_\_

Treasurer: Same as above

Address: \_\_\_\_\_

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

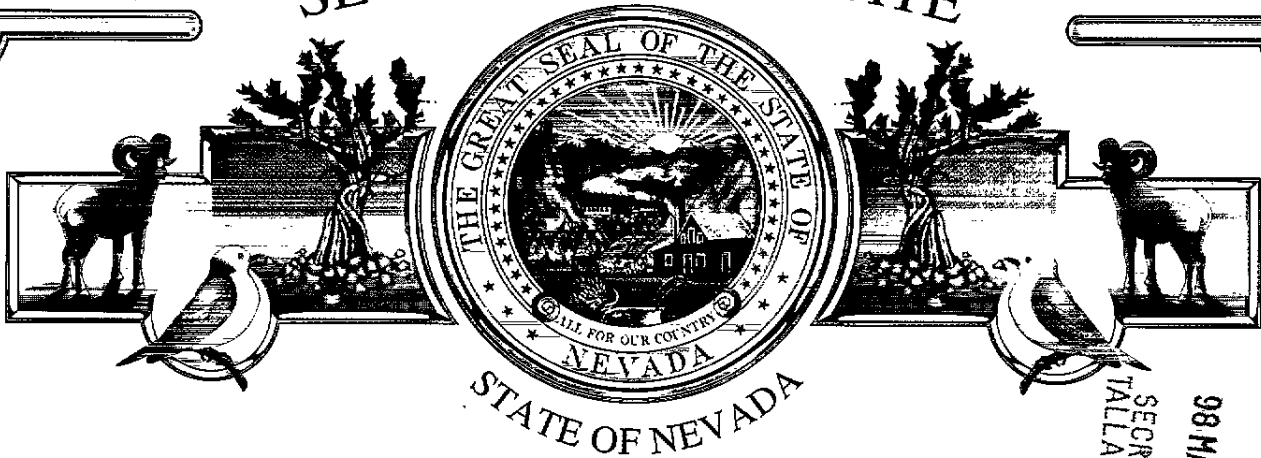
13. [Signature]

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

14. Ronald P. Russo, Jr.

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

# SECRETARY OF STATE



## CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **MERCHANT CAPITAL, INC.** as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since August 18, 1995 and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on April 9, 1998.



*Dean Heller*  
Secretary of State

By

*Lisa Rojas*  
Certification Clerk