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ACCOUNT NO. : 072100000032

REFERENCE : 824745 4312230

AUTHORIZATION

Patricia Pigato

COST LIMIT : \$ 70.00

ORDER DATE : September 8, 2000

ORDER TIME : 11:38 AM

ORDER NO. : 824745-005

CUSTOMER NO: 4312230

200003387902--2

CUSTOMER: Mr. Henry Perez
De Martino Finkelstein Rosen &
1818 N Street, N.w.
Suite 400
Washington, DC 20036-2492

FOREIGN FILINGS

NAME: GOLD COAST CAPITAL PARTNERS,
INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward

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DIVISION OF CORPORATIONS

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DIVISION OF CORPORATIONS

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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. GOLD COAST CAPITAL PARTNERS, 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

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

3. Applied For

(FEI number, if applicable)

4. 08/29/00

(Date of incorporation)

5. Perpetual

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

6. Upon Filing

(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. One South Ocean Boulevard, Suite 304

(Principal office address)

Boca Raton, Florida 33432

(Current mailing address)

8. For all general corporate purposes.

(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: Corporate Service Company

Office Address: 1201 Hays Street

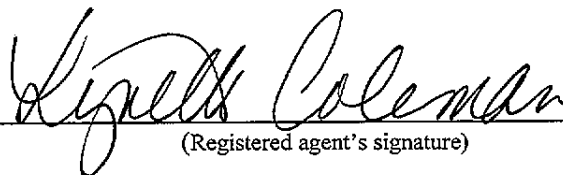
Tallahassee, Florida 32301

(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.



Lynette Coleman
as its 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.

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Barbara Desiderio

Address: 4772 N.W. 7th Street

Deerfield Beach, FL 33432

Director: Albert Poliak

Address: 3801 N.E. 27th Terrace

Lighthouse Point, FL 33064

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: Barbara Desiderio

Address: 4772 N.W. 7th Street

Treasurer: Deerfield Beach, FL 33432

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. Barbara Desiderio, Director and Secretary

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

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State of Delaware

PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GOLD COAST CAPITAL PARTNERS, 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 EIGHTH DAY OF SEPTEMBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

3281258 8300

AUTHENTICATION: 0663989

001453791

DATE: 09-08-00