

FD1000003728

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Advantage Capital Corporation
(Name of corporation - must include suffix)

Dear Sir or Madam: 00855-00310-02821-02963

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:

Sheri L. Hines

(Name of Person)

Advantage Capital Corporation

(Firm/Company)

2300 Windy Ridge Parkway, Suite 1100

(Address)

Atlanta, Georgia 30339

(City/State and Zip code)

For further information concerning this matter, please call:

Sheri Hines

(Name of Person)

at (770) 916-6582

(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:

- ☐ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☒ \$87.50 Filing Fee, Certificate of Status & Certified Copy

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*****87.50 *****87.50

W01-12416

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 JUL 16 PM 4:56

FILED



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 31, 2001

SHERI L. HINES
ADVANTAGE CAPITAL CORPORATION
2300 WINDY RIDGE PARKWAY, SUITE 1100
ATLANTA, GA 30339

SUBJECT: ADVANTAGE CAPITAL CORPORATION
Ref. Number: W01000012416

We have received your document for ADVANTAGE CAPITAL CORPORATION and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Unfortunately, the enclosed certified copy does not meet our filing requirements. We require a certificate of existence, which usually consists of a single sheet of paper and clearly reflects the entity is a valid entity in its home state/country. You can obtain the certificate of existence from the same office that provided you with the certified copy.

Please return 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) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 701A00033196

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Thomas M. Wells, do hereby certify
(Name)

that this Resolution of the Board of Directors of _____

Advantage Capital Corporation

(Corporate Name)

a corporation duly organized and existing under the laws of the State of New York,

was duly adopted on June 1, 2001.

Be it resolved, that Advantage Capital Corporation,
(Corporate Name)

organized and existing in the State of New York, hereby adopts the name

FLA-Advantage Capital Corporation for use in Florida.

Dated: 6/1/01



Signature of either Chairman, Vice Chairman or any officer

Thomas M. Wells

Type or print name

Make checks payable to Florida Department of State and mail to:
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.*

1. Advantage Capital Corporation
(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 3. 13-5659764
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. August 7, 1946 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. 2300 Windy Ridge Parkway, Suite 1100, Atlanta, GA 30339
(Principal office address)
2300 Windy Ridge Parkway, Suite 1100, Atlanta, GA 30339
(Current mailing address)
8. Securities Broker/ Dealer
(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 Hays Street
Tallahassee, Florida 32301
(City) (Zip code)

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SECRETARY OF STATE
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.

 **BRIAN COURTNEY, ASST. V.P.**

(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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Joseph B. Gruber

Address: 2300 Windy Ridge Parkway, Suite 1100

Atlanta, GA 30339

Vice Chairman: Steven Rothstein

Address: 2300 Windy Ridge Parkway, Suite 1100

Atlanta, GA 30339

Director: Joseph B. Gruber

Address: 2300 Windy Ridge Parkway, Suite 1100

Atlanta, GA 30339

Director: Steven Rothstein

Address: 2300 Windy Ridge Parkway, Suite 1100

Atlanta, GA 30339

B. OFFICERS

President: Joseph B. Gruber

Address: 2300 Windy Ridge Parkway, Suite 1100

Atlanta, GA 30339

Vice President: Daniel O. Williams

Address: 2300 Windy Ridge Parkway, Suite 1100

Atlanta, GA 30339

Secretary: Christine A. Nixon

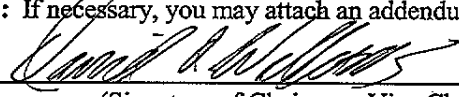
Address: 2300 Windy Ridge Parkway, Suite 1100

Treasurer: Daniel O. Williams

Address: 2300 Windy Ridge Parkway, Suite 1100

Atlanta, GA 30339

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. Daniel O. Williams, Vice President
(Typed or printed name and capacity of person signing application)

State of New York
Department of State

ss:

I hereby certify, that the Certificate of Incorporation of ADVANTAGE CAPITAL CORPORATION was filed on 08/07/1946, under the name of MERRITT, KING, & COMPANY, INC., fixing the duration as perpetual, 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.

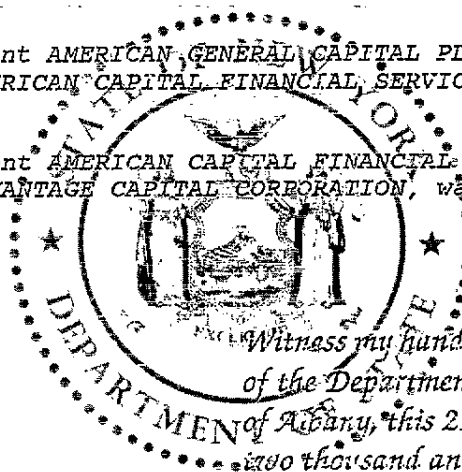
A Certificate of Amendment MERRITT, KING, & COMPANY, INC., changing its name to CHANNING COMPANY, INC., was filed 03/31/1965.

A Certificate of Amendment CHANNING COMPANY, INC., changing its name to AMERICAN GENERAL CAPITAL DISTRIBUTORS, INC., was filed 02/18/1975.

A Certificate of Amendment AMERICAN GENERAL CAPITAL DISTRIBUTORS, INC., changing its name to AMERICAN GENERAL CAPITAL PLANNING, INC., was filed 09/22/1975.

A Certificate of Amendment AMERICAN GENERAL CAPITAL PLANNING, INC., changing its name to AMERICAN CAPITAL FINANCIAL SERVICES, INC., was filed 09/12/1983.

A Certificate of Amendment AMERICAN CAPITAL FINANCIAL SERVICES, INC., changing its name to ADVANTAGE CAPITAL CORPORATION, was filed 09/02/1987.



Witness my hand and the official seal
of the Department of State at the City
of Albany, this 21st day of June
two thousand and one.

Special Deputy Secretary of State