

Division of Corporations

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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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

From: Account Name : JEFFREY G. KLEIN P.A.  
Account Number : I20010000001  
Phone : (561) 368-6007  
Fax Number : (561) 368-0618

FOREIGN PROFIT QUALIFICATION

Universal Financial Capital Inc.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

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TALLAHASSEE, FLORIDA

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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. The name of the corporation is Universal Financial Capital Inc (the "Company").
2. The Company is a Cayman Island, British West Indies entity.
3. The Company does not have a federal taxpayer identification number.
4. The date of incorporation of the Company is March 2, 2001.
5. The Company's duration is perpetual.
6. The Company does not intend to conduct business in the state of Florida until qualification.
7. The principal office of the Company in the state of Florida is located at 980 North Federal Highway, Suite 406, Boca Raton, Florida 33432.
8. The purpose of the Company is to engage in any lawful business activity engage or transact any or all lawful business permitted under the laws of the United States and the state of Florida.
9. The name and street address of the Company's registered agent in state of Florida is:  
  
Jeffrey Klein  
980 North Federal Highway  
Suite 406  
Boca Raton, Florida 33432
10. Having been designated as the Registered Agent and to accept service of process for the Company 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 statutes relative to the proper and complete performance of my duties, I am familiar with and accept the obligations of my position as registered agent.

  
Jeffrey G. Klein

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TALLAHASSEE, FLORIDA  
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11. Attached is a certificate of good standing duly authenticated, more than 90 days prior to delivery of this application to the Department State, by the Registrar of Companies for the Cayman Islands.

12. The name and address of the sole director of the Company is

Trevor Lloyd  
Cayman Business Park  
Suite D-2  
Elgin Avenue  
Grand Cayman, Cayman Islands  
British West Indies

13. The name and address of the sole officer of the Company is:

Trevor Lloyd  
Cayman Business Park  
Suite D-2  
Elgin Avenue  
Grand Cayman, Cayman Islands  
British West Indies

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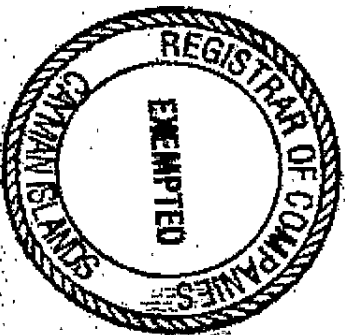
# *Certificate of Good Standing*

TO WHOM IT MAY CONCERN

I DO HEREBY CERTIFY that

UNIVERSAL FINANCIAL CAPITAL INC.

a company duly organized and existing under and by virtue of the Laws of The Cayman Islands is at the date of this certificate in Good Standing with the office, and duly authorized to exercise therein all the powers vested in the company.



Given under my hand and Seal at George Town in the  
Island of Grand Cayman this Eighteenth Day of September  
Two Thousand One

An Authorised Officer,  
Registry of Companies,  
Cayman Islands, B.W.I.