

F020000000762

FLICKER, GARELICK & ASSOCIATES

ATTORNEYS AT LAW
318 EAST 53RD STREET
NEW YORK, NEW YORK 10022

(212) 319-5240

FACSIMILE (212) 888-5271

Office@flickergarelick.com

KEITH L. FLICKER*
RICHARD L. GARELICK*
KENNETH M. SIMON*
ROBERT N. DENGLE*

OF COUNSEL
CHARLES H. MCAULIFFE*

*ADMITTED IN N.Y. AND N.J.
*ADMITTED IN N.Y., N.J. AND D.C.

February 7, 2002

NEW JERSEY OFFICE:
PARK 80 WEST
PLAZA II, SUITE 200
PMB 2008
SADDLE BROOK, NEW JERSEY 07663
(201) 291-2877

ANA M. GONZALEZ
PARALEGAL

VIA OVERNIGHT DELIVERY

Florida Department of State
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

300004896193--9
-02/08/02--01036--007
*****87.50 *****87.50

Application for Certificate of Authority
For Integrated Capital to
Transact Business in Florida
Our File: 278-6

Dear Sir or Madam:

Our firm represents Integrated Capital, a Nevada Corporation. I submit the following in support of Integrated Application for Certificate of Authority to Transact Business in the State of Florida:

1. The original and a copy of the Application for Certificate of Authority to Transact Business in Florida for Integrated Capital in duplicate;
2. An Original Certificate of Existence with Status of Good Standing; and
3. Our firm's check number 11252, made out to the Florida Department of State in the amount of \$87.50 which amount represents your filing fee.

F02-762
JL
FILED
02 FEB -8 PM 3:17
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

FLICKER, GARELICK & ASSOCIATES

Secretary of State

February 7, 2002

Page 2

Please return the receipt of filing, Certificate of Status & Certified Copy to our office in the enclosed prepaid, self-addressed federal express envelope. Please feel free to contact the undersigned if you have any questions.

Thank you for your assistance in this matter.

Very truly yours,

FLICKER, GARELICK & ASSOCIATES



By: Keith L. Flicker

KLF/ag

Enclosures

FILED

02 FEB - 8 PM 3:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

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

Dear Sir or Madam:

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:

Keith L. Flicker

(Name of Person)

Flicker, Garelick & Associates

(Firm/Company)

318 East 53rd Street

(Address)

New York, N.Y. 10022

(City/State and Zip code)

For further information concerning this matter, please call:

Keith L. Flicker at (212) 319-5240
(Name of Person) (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:

- | | | | |
|---|--|---|---|
| <input type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee &
Certified Copy | <input type="checkbox"/> \$87.50 Filing Fee,
Certificate of Status &
Certified Copy |
|---|--|---|---|

FILED
02 FEB - 8 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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. Integrated Capital, 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. Nevada 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 10/30/95 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. 251 Jeanell Drive, Suite 3, Carson City, NV 89703
(Principal office address)
251 Jeanell Drive, Suite 3, Carson City, NV 89703
(Current mailing address)

8. _____
(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: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(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.


(Registered agent's signature)

Robin LaPeters
Vice President

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.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 FEB - 8 PM 3:17

FILED

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

A. DIRECTORS

Chairman: Sheila Cuccia

Address: 5140 Woodland Lake Drive
Palm Beach, Florida 33418

Vice Chairman: Tracey Padilla

Address: 251 Jeanell Drive, Suite 3
Carson City, Nevada 89703

Director: Sheila Cuccia

Address: 5140 Woodland Lake Drive
Palm Beach, Florida 33418

Director: Tracey Padilla

Address: 251 Jeanell Drive, Suite 3
Carson City, Nevada 89703

B. OFFICERS

President: Sheila Cuccia

Address: 5140 Woodland Lake Drive
Palm Beach, Florida 33418

Vice President: Tracey Padilla

Address: 251 Jeanell Drive, Suite 3
Carson City, Nevada 89703

Secretary: Sheila Cuccia

Address: 5140 Woodland Lake Drive, Palm Beach, Florida 33418

Treasurer: Tracey Padilla

Address: 251 Jeanell Drive, Suite 3, Carson City, Nevada 89703

FILED
02 FEB - 8 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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

14. Sheila Cuccia Pres
(Typed or printed name and capacity of person signing application)

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

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, limited-liability partnerships and business trusts 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, **INTEGRATED CAPITAL**, 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 October 30, 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 February 4, 2002.



DEAN HELLER
Secretary of State

By

Certification Clerk