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TRANSMITTAL LETTER

FILED
2002 MAR 29 PM 3:29
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

TO: Registration Section
Division of Corporations

SUBJECT: Pristine Capital Holdings, 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:

Carol Irwin

(Name of Person)

Pristine Capital Holdings, Inc.

(Firm/Company)

7-11 South Broadway #210

(Address)

White Plains NY 10601

(City/State and Zip code)

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-03/29/02--01034--008

*****70.00 *****70.00

For further information concerning this matter, please call:

Carol Irwin

(Name of Person)

at (914) 682-7613

(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

J. BRYAN APR - 2 2002

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. Pristine Capital Holdings, 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. 52-2251-575

(FEI number, if applicable)

4. 7/11/00

(Date of incorporation)

5. Perpetual

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

6. 3/25/02

(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. 200 South Biscayne Blvd, Suite 4700, Miami, FL 33131

(Principal office address)

(Current mailing address)

8. to provide subscription services, education & brokerage services to
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida) equity traders

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Jaime Annexy

Office Address: 200 South Biscayne Blvd #4700

Miami

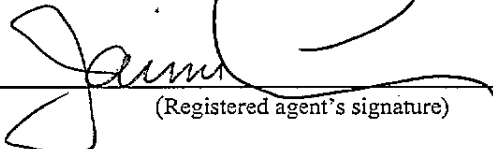
(City)

, Florida 33131

(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)

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: Oliver L Velez

Address: 7-11 South Broadway #210
White Plains, NY 10601

Vice Chairman: Greg Capra

Address: 257 Poinciana Island Dr.
Sunny Isles, FL 33160

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Greg Capra

Address: 257 Poinciana Island Dr.
Sunny Isles, FL 33160

CEO

Vice President: Oliver L. Velez

Address: 7-11 South Broadway #210
White Plains, NY 10601

Secretary/Treasurer Carol Irwin

Address: 7-11 South Broadway #210, White Plains NY 10601

Treasurer: _____

Address: _____

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

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

14. Carol Irwin
(Typed or printed name and capacity of person signing application)

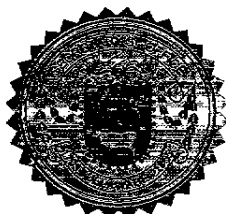
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TALLAHASSEE, FLORIDA

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PRISTINE CAPITAL HOLDINGS, 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 TWENTY-SEVENTH DAY OF FEBRUARY, A.D. 2002.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1636257

DATE: 02-27-02