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**F02000004292**

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From: Account Name : CORPORATION SERVICE COMPANY  
Account Number : I20000000195  
Phone : (850) 521-1000  
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**F02-4292**

**FOREIGN PROFIT QUALIFICATION**  
**CAPITAL ADVANTAGE INC.**

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FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

August 20, 2002

CORPORATION SERVICE COMPANY

**RESUBMIT**  
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SUBJECT: CAPITAL ADVANTAGE INC.  
REF: W02000024092

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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.

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Document Specialist

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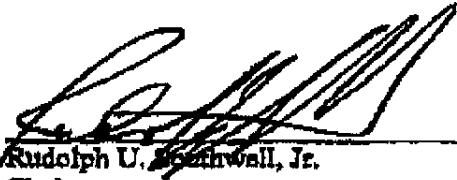
Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

**RESOLUTION OF BOARD OF DIRECTORS**

I, the undersigned, Rudolph U. Southwell, Jr., do hereby certify that this Resolution of the Board of Directors of Capital Advantage Inc. a corporation duly organized and existing under the laws of the State of New York, was duly adopted on August 20, 2002.

Be it resolved, that Capital Advantage Inc. organized and existing in the State of New York, hereby adopts the name CAPAD Inc. for use in the State of Florida.

Date: August 20, 2002

  
Rudolph U. Southwell, Jr.  
Chairman

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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. Capital Advantage 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. New York

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

3. \_\_\_\_\_

(FEI number, if applicable)

4. May 16, 2001

(Date of incorporation)

5. perpetual

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

6. 9/1/02

(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. 1075 Central Park Ave., Scarsdale, NY 10583

(Principal office address)

1075 Central Park Ave., Scarsdale, NY 10583

(Current mailing address)

8. To provide financial and other services and otherwise to engage in any lawful act or activity for which a corporation may be organized.

(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

(City)

Florida 32301

(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.

Corporation Service Company

(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: Rudolph D. Southwell, Jr.Address: 1075 Central Park AvenueScarsdale, NY 10583

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

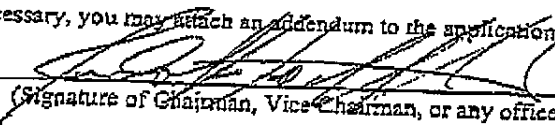
Address: \_\_\_\_\_

## B. OFFICERS

Chief Executive Officer: Rudolph U. Southwell, Jr.Address: 1075 Central Park AvenueScarsdale, NY 10583President/Treasurer: Alvin JosephAddress: 1075 Central Park AvenueScarsdale, NY 10583Secretary: Arthur M. SeidtAddress: 1075 Central Park AvenueTreasurer: Scarsdale, NY 10583

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. Chairman  
(Typed or printed name and capacity of person signing application)FILED  
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State of New York  
Department of State } ss:

I hereby certify, that the certificate of Incorporation of CAPITAL ADVANTAGE INC. was filed on 05/16/2001, with perpetual duration, 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.

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Witness my hand and the official seal  
of the Department of State at the City  
of Albany, this 12th day of August  
two thousand and two.

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