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To:

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

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850)521-1000
Fax Number : (850)521-1030

RESUBMIT
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BK

FOREIGN PROFIT QUALIFICATION

CENTURION CAPITAL CORP.

Certificate of Status	0
Certified Copy	1
Page Count	6
Estimated Charge	\$78.75

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State 1/27/2003 4:25 PAGE 1/1 RightFAX

FLORIDA DEPARTMENT OF STATE
Ken Detzner
Secretary of State

January 27, 2003

CORPORATION SERVICE COMPANY

SUBJECT: CENTURION CAPITAL CORP.
REF: W03000002422**RESUBMIT**Please give original
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DIVISION OF CORPORATIONS

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile 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.

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

The conflicting name is CENTURION CAPITAL, INC. -- Document Number P020000033962.

Please return your document, along with 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) 245-6914.

Buck Kohr
Corporate Specialist

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CERTIFICATE OF RESOLUTION
OF
CENTURION CAPITAL CORP.
a New York Corporation

Ernest J. McMurray, hereby certifies that he is the President of CENTURION CAPITAL, CORP., a New York corporation.

RESOLUTIONS

WHEREAS, it is in the best interest of this Corporation that the Corporation apply for authorization to transact business in the state of Florida under the name of CENTURION CAPITAL CORP. OF NEW YORK.

"BE IT RESOLVED, That Ernest J. McMurray, as President of the Corporation, (the "Designee") be, and is hereby authorized, for and on behalf of and in the name of this Corporation without the necessity for consent or joinder of any other person, to negotiate, execute such documents required to effect the registration of said corporate name.

"FURTHER RESOLVED, That all action heretofore taken and all documentation heretofore delivered by the Designee or others on behalf of this Company in furtherance of any of the foregoing is hereby ratified and confirmed.

"FURTHER RESOLVED, that the signature of the Designee shall be conclusive evidence of his or her authority to act on behalf of and in the name of the Corporation in its own behalf as provided herein."

I HEREBY CERTIFY that neither the Articles of Incorporation, Bylaws or any other shareholder agreement requires the signature or other consent of the other shareholders to effect the registration contemplated herein.

I have hereunto affixed my name as President of the Corporation and have caused the Corporation seal to be affixed this ~~10th~~ ^{7th} day of ~~January~~ ^{February}, 2003.


Ernest J. McMurray, President

STATE OF NEW YORK
COUNTY OF Manatee

SWORN AND SUBSCRIBED TO before me this 7th day of February, 2003 by Ernest J. McMurray, President of CENTURION CAPITAL CORP., a New York corporation, who is personally known to me or who produced his driver's license as identification.

CAROL ANN V. SMITH
Notary Public in the State
of Florida
Monroe County
Commission Expires 6-1-03


Notary Public, State of New York

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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. CENTURION CAPITAL CORP.
(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. 116-1470567
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 11/30/1994 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. 99 RINGELAND ROAD, ROCHESTER, NY 14623
(Principal office address)

99 RINGELAND ROAD, ROCHESTER, NY 14623
(Current mailing address)

8. REAL ESTATE INVESTING
(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: GEORGE MERCIER

Office Address: 3899 PRAIRIE DUNN DR

SARASOTA, Florida 34238
(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.

George Mercier
(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: GEORGE MERLIER
Address: 3899 PRAIRIE DUNNES DRIVE
SARASOTA, FLORIDA

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: ERNEST J. McMURRAY
Address: 11 VIRGINIA MANOR DRIVE
ROLLESTER, NEW YORK 14606

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

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. ERNEST J. McMURRAY

(Typed or printed name and capacity of person signing application)

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**State of New York } ss:
Department of State**

I hereby certify, that the Certificate of Incorporation of CENTURION CAPITAL CORP. was filed on 11/30/1994, 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.

The Biennial Statement is past due.



Witness my hand and the official seal
of the Department of State at the City
of Albany, this 23rd day of January
two thousand and three.

Secretary of State

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