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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT:

Freedom 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:

Charles Irwin
(Name of Person)
Freedom Cap. Inc., INC.
(Firm/Company)
220 Congress Park Dr. #255
(Address)
Delray Beach, FL 33445
(City/State and Zip code)

For further information concerning this matter, please call:

Charles Irwin at (561) 279-8183
(Name of Person) (Area Code & Daytime Telephone Number)

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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

\$1150.⁰⁰
\$1,228.⁷⁵

**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. Freedom 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. New York 3. 04-3602180
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 02/06/2002 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 04/01/02
(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. 734 WALT WHITMAN RD., STE. 104 MELVILLE, N.Y. 11747
(Principal office address)
220 CONGRESS AVE DR. #255 DEERFIELD BEACH, FL 33445
(Current mailing address)

8. REGISTERED INVESTMENT ADVISOR
(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)

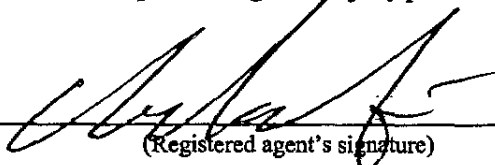
Name: Charles Irwin

Office Address: 5553 Wishing Star Lane
GREENACRES, Florida 33463
(City) (Zip code)

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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.

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

A. DIRECTORS

Chairman: Charles Edwin

Address: 5993 Wishing Star Lane

Breeden Acres, FL 33463

Vice Chairman: Michael Price

Address: 8979 Alexandra Circle

Wellington, FL 33414

Director: William Cole

Address: 7202 Michigan Isle Dr.

Lakewood, FL 33467

Director: Jay Summer

Address: 5050 Prairie Dunes Village Circle

Lake Worth, FL 33463

B. OFFICERS

President: Charles Edwin

Address: 5993 Wishing Star Lane

Vice President: Michael Price

Address: 8979 Alexandra Circle

Wellington, FL 33414

Secretary: Jay Summer

Address: 5050 Prairie Dunes Village Circle, Lake Worth, FL 33463

Treasurer: William Cole

Address: 7202 Michigan Isle Dr.

Lake Worth, FL 33467

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

13. [Signature]

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

14. Charles Edwin - President

(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 FREEDOM CAPITAL INC. was filed on 02/06/2002, 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.

I further certify, that no other documents have been filed by such Corporation.



Witness my hand and the official seal
of the Department of State at the City
of Albany, this 18th day of March
two thousand and three.

A handwritten signature in dark ink, appearing to read "R. A. DeS."

Secretary of State