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BK

FILED  
03 JUL 31 PM 3:51  
TALLAHASSEE, FLORIDA  
STATE  
CORPORATIONS  
FILED  
JUL 10 PM 2:05  
TALLAHASSEE, FLORIDA

**CT CORPORATION**

July 10, 2003

Secretary of State, Florida  
409 East Gaines Street  
Tallahassee FL 32399

FILED  
03 JUL 31 PM 3:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: Order #: 5888470 SO  
Customer Reference 1:  
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Bayshore Capital Corp. (DE)  
Qualification  
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Brigham Weir  
Fulfillment Specialist  
Brigham\_Weir@cch-lis.com

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

July 10, 2003

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: BAYSHORE CAPITAL CORP.  
Ref. Number: W03000019534

FILED  
JUL 31 PM 3:51  
TALLAHASSEE, FLORIDA

We have received your document for BAYSHORE CAPITAL CORP. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$70.00 payment.

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.

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  
Document Specialist

Letter Number: 503A00040907

## RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Kyle Krueger, do hereby certify that this Resolution of the Board of Directors of Bayshore Capital Corp., a corporation duly organized and existing under the laws of the State of Delaware, was duly adopted on July 29, 2003.

**Resolved**, that Bayshore Capital Corp, organized and existing in the State of Delaware hereby adopts the name Walnut Street Capital Corp. for use in Florida.

Dated: July 29, 2003

  
\_\_\_\_\_  
Signature of Director

FL020 - 08/14/01 CT System Online

FILED  
03 JUL 31 PM 3:51  
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. Bayshore 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. Delaware

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

3. 59-3626619

(FEI number, if applicable)

4. January 26, 2000

(Date of incorporation)

5. perpetual

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

6. upon filing

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 645 18th Avenue NE, St. Petersburg, FL 33704

(Current mailing address)

8. securities management

(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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324

(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.*

C T Corporation System



(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 addresses of officers and/or directors:** (Street address **ONLY** - P.O. Box **NOT** acceptable)

**A. DIRECTORS (Street address only - P.O. Box NOT acceptable)**

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

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

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

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

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

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

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

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

**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**

President: Kyle Krueger

Address: 645 18th Avenue NE

St. Petersburg, FL 33704

Vice President: \_\_\_\_\_

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

Secretary: Ann Krueger

Address: 645 18th Avenue NE

St. Petersburg, FL 33704

Treasurer: \_\_\_\_\_

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

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

13. *Ann Krueger*  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Ann Krueger, Secretary  
(Typed or printed name and capacity of person signing application)

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BAYSHORE CAPITAL CORP." 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 SEVENTH DAY OF JULY, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED  
JUL 31 PM 3:51  
DELAWARE SECRETARY OF STATE



3166745 8300

030445593

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2514128

DATE: 07-07-03