

**F04000001259**

Division of Corporations

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**FOREIGN PROFIT QUALIFICATION**

Winchester Capital Group, Inc.

Certificate of Status	1
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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. Winchester Capital Group, Inc.  
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"  
 "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Virginia 3. 01-0803160  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 12/12/03 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 817.153, F.S.)

7. 603A South Loudoun Street, Winchester, Virginia 22601  
(Principal office address)  
603A South Loudoun Street, Winchester, Virginia 22601  
(Current mailing address)

8. Real estate ownership and other permitted purposes  
(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: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324  
(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.*

CT Corporation System  
 By: Connie Bryan *Special Asst. Secretary*  
(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:

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**A. DIRECTORS**

Chairman: Tucker S. Ramsden  
Address: 804 Rackham Road, P.O. Box 44  
Gibson Island, Maryland 21056

Vice Chairman: N/A  
Address: \_\_\_\_\_

Director: Thomas G. Scully, Jr.  
Address: 603A South Loudoun Street  
Winchester, Virginia 22601

Director: John P. Frazee, Jr.  
Address: 9512 Bull Headley Road  
Tallahassee, Florida 32312

**B. OFFICERS**

President: Thomas G. Scully, Jr.  
Address: 603A South Loudoun Street  
Winchester, Virginia 22601

Vice President: John P. Frazee, Jr.  
Address: 9512 Bull Headley Road  
Tallahassee, Florida 32312

Secretary: John P. Frazee, Jr.  
Address: 9512 Bull Headley Road, Tallahassee, Florida 32312

Treasurer: John P. Frazee, Jr.  
Address: 9512 Bull Headley Road, Tallahassee, Florida 32312

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

13.   
(Signature of Director or Officer listed in number 12 of the application)

14. Thomas G. Scully, Jr., President  
(Typed or printed name and capacity of person signing application)

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# Commonwealth of Virginia



## State Corporation Commission

*I Certify the Following from the Records of the Commission:*

Winchester Capital Group, Inc. is a corporation existing under and by virtue of the laws of Virginia, and is in good standing.

The date of incorporation is December 12, 2003.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:*  
*March 3, 2004*

*Joel H. Peck*  
Joel H. Peck, Clerk of the Commission