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SECRET

From:

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| Account Name | : | CORPORATION SERVICE COMPANY |
| Account Number | : | I20000000195 |
| Phone | : | (850) 521-1000 |
| Fax Number | : | (850) 558-1575 |

FOREIGN PROFIT QUALIFICATION

SKY CAPITAL INVESTMENT ADVISORS INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 84.5 |
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Public Access Help.



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 4, 2004

CORPORATION SERVICE COMPANY

SUBJECT: SKY CAPITAL INVESTMENT ADVISORS INC.
REF: W04000021599

RECEIVED

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 document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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) 245-6097.

Marsha Thomas
Document Specialist

FAX Aud. #: H04000118476
Letter Number: 504A00038322

RECEIVED
JUN 4 4 11 PM '04
NOTIFICATION
OF CORP
DIVISION OF CORPORATIONS

FILED
JUN 4 4 10 PM '04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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. Sky Capital Investment Advisors 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. Delaware

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

3. N/A

(FEI number, if applicable)

4. June 2, 2004

(Date of incorporation)

5. Perpetual

(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. 433 Plaza Real, Suite 255, Boca Raton, FL 33432

(Principal office address)

Same

(Current mailing address)

8. Any legal business activity permitted under state law.

(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 in 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)

JANET M. BUSH Assistant Secretary

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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04 JUN 14 AM 10:21
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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A. DIRECTORSChairman: Ross H. MandellAddress: 433 Plaza Real, Suite 255, Boca Raton, FL 33432

Vice Chairman: _____

Address: _____

Director: Michael E. ReccaAddress: 433 Plaza Real, Suite 255, Boca Raton, FL 33432

Director: _____

Address: _____

B. OFFICERSPresident: Ross H. MandellAddress: 433 Plaza Real, Suite 255, Boca Raton, FL 33432Vice President: Michael E ReccaAddress: 433 Plaza Real, Suite 255, Boca Raton, FL 33432Secretary: Michael BriganteAddress: 433 Plaza Real, Suite 255, Boca Raton, FL 33432Treasurer: Michael BriganteAddress: 433 Plaza Real, Suite 255, Boca Raton, FL 33432

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

13. /s/ Michael Brigante
(Signature of Director or Officer listed in number 12 of the application)14. Michael Brigante - Treasurer
(Typed or printed name and capacity of person signing application)FILED
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FLORIDA

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Delaware

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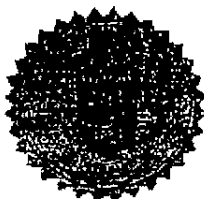
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SKY CAPITAL INVESTMENT ADVISORS INC." 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 SECOND DAY OF JUNE, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SKY CAPITAL INVESTMENT ADVISORS INC." WAS INCORPORATED ON THE FIRST DAY OF JUNE, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
04 JUN -4 AM 10:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3146101

DATE: 06-02-04

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