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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN JUL 14 2004

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: PROMOCAPITAL USA, INC.
(Name of corporation - must include suffix)

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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:

PATRICE BACKER

(Name of Person)

PROMOCAPITAL USA, INC.

(Firm/Company)

2875 NE 191ST STREET, SUITE 903

(Address)

AVENTURA, FL 33180

(City/State and Zip code)

For further information concerning this matter, please call:

PATRICE BACKER

(Name of Person)

at (954) 326-1847

(Area Code & Daytime Telephone Number)

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

**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. PROMDCAPITAL USA, 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. _____

(FEI number, if applicable)

4. 9/22/2003

(Date of incorporation)

5. PERPETUAL

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

6. Upon Qualification

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 2875 NE 191ST STREET, SUITE 903 AVENTURA, FL 33180

(Principal office address)

SAME AS ABOVE

(Current mailing address)

8. ANY LAWFUL ACT OR ACTIVITY FOR WHICH CORPORATIONS MAY BE ORGANIZED

(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 NOT acceptable)

Name: PATRICE BACKER

Office Address: 4005 TURQUOISE TRAIL

WESTON

(City)

, Florida 33331

(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.

Patrice Backer

(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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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

A. DIRECTORS

Chairman: DUMARSAIS SIMEUS

Address: 812 SOUTH 5TH AVENUE
MANSFIELD, TX 76063

Vice Chairman: MICHAEL GAY

Address: 2875 NE 191ST STREET, SUITE 903
AVENTURA, FL 33180

Director: DANIEL SILVA

Address: 8630 FENTON ST, SUITE 406
SILVER SPRING, MD 20910

Director: HENRI PAUL

Address: 176 FINEMORE STREET
BROOKLYN, NY 11225

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: PATRICE BACKER

Address: 2875 NE 191ST STREET, STE 903
AVENTURA, FL ~~33180~~ 33180

Vice President: _____

Address: _____


Secretary: _____

Address: _____

Treasurer: PATRICE BACKER

Address: 2875 NE 191ST STREET, SUITE 903 AVENTURA, FL 33180

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. PATRICE BACKER, PRESIDENT

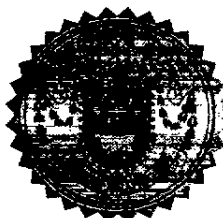
(Typed or printed name and capacity of person signing application)

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PROMOCAPITAL USA, 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 TWELFTH DAY OF JUNE, A.D. 2004.



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3166736

DATE: 06-12-04