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Florida Department of State
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From: Account Name : CORPORATION SERVICE COMPANY
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DIVISION OF CORPORATION

FOREIGN PROFIT QUALIFICATION

SKY CAPITAL TECHNOLOGIES INC.

Certificate of Status	0
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Page Count	04
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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 Technologies Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Ltd.," "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. Applied For

(FEI number, if applicable)

4. October 14, 2004

(Date of incorporation)

5. Perpetual

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

6. N/A

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

7. 433 Plaza Real, Suite 255, Boca Raton, FL 33432

(Principal office address)

Same

(Current mailing address)

8. Any lawful business purpose

(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(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.

By: John H. Pelletier
(Registered agent's signature)

JOHN H. PELLETIER
ASST. VICE PRESIDENT

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: Ross H Mandell

Address: 110 Wall Street, 2nd Floor
New York, New York 10005

Vice Chairman: _____

Address: _____

Director: Michael E. Recca

Address: 110 Wall Street, 2nd Floor
New York, New York 10005

Director: _____

Address: _____

B. OFFICERS

President: Ross H Mandell

Address: 110 Wall Street, 2nd Floor
New York, New York 10005

Vice President: Michael E. Recca

Address: 110 Wall Street, 2nd Floor
New York, New York 10005

Secretary: Michael Brigante

Address: 110 Wall Street, 2nd Floor, New York, NY 10005

Treasurer: Michael Brigante

Address: 110 Wall Street, 2nd Floor, New York, NY 10005

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

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

14. Michael Brigante - Treasurer & Secretary
(Typed or printed name and capacity of person signing application)

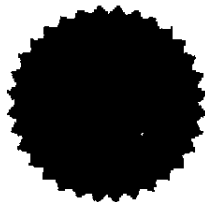
Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SKY CAPITAL TECHNOLOGIES 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 FIFTEENTH DAY OF OCTOBER, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SKY CAPITAL TECHNOLOGIES INC." WAS INCORPORATED ON THE FOURTEENTH DAY OF OCTOBER, A.D. 2004.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3413935

DATE: 10-15-04

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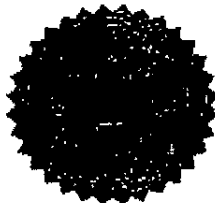
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