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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

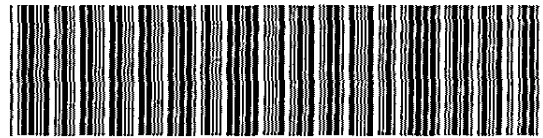
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F05-2085
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

March 15, 2005

RICHARD RUDLOFF
858 PLACID LAKE DRIVE
OSPREY, FL 34229

SUBJECT: RUDLOFF CAPITAL MANAGEMENT CORPORATION
Ref. Number: W05000013397

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

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$1150.00.

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) 245-6020.

Tammi Cline
Document Specialist

Letter Number: 305A000177

2005 APR -1 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Memo

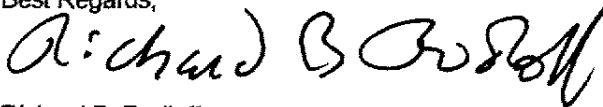
To: FL Secretary of State Office
From: Richard B. Rudloff
CC: [Click here and type name]
Date: March 10, 2005
Re: Requirement of Foreign Corporations

Hello,

My name is Richard B. Rudloff and I am just getting my investment management business up and growing here in Sarasota. I was just made aware that my Delaware corporation needs to be registered as a foreign corporation here in the state of Florida. I regret that this is a misunderstanding on my part but I would like to ask for your understanding and respectfully request you to waive any fines and/or penalties. I am just getting started and the size of the fine is quite large compared to my S-Corp's small startup net worth. I hope you will understand my situation and grant this request.

Please accept my application and feel free to contact me at 941-320-7904 if you have any questions.

Best Regards,



Richard B. Rudloff

2006 APR -1 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Rudloff Captial Management Corporation
(Name of corporation - must include suffix)

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:

Richard B. Rudloff
(Name of Person)

Rudloff Captial Management Corporation
(Firm/Company)

858 Placid Lake Drive
(Address)

Osprey, FL 34229
(City/State and Zip code)

For further information concerning this matter, please call:

Richard B. Rudloff at (941) 320-7904
(Name of Person) (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

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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. Rudloff Capital Management Corporation (Formerly R2 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 3. 11-3662780

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

(FEI number, if applicable)

4. Oct. 2002 5. Perpetual

(Date of incorporation)

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

6. March 2004

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

7. 601B North Washington Blvd Sarasota, FL 34236

(Principal office address)

858 Placid Lake Drive Osprey, FL 34229

(Current mailing address)

8. Investment Advisory Services

(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: Richard B. Rudloff

Office Address: 601B North Washington Blvd

Sarasota, FL, Florida 34236

(City)

(Zip code)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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.

Richard B Rudloff
(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:

A. DIRECTORS

Chairman: Richard B. Rudloff

Address: 858 Placid Lake Dr. Osprey, FL 34229

Vice Chairman: Richard B. Rudloff

Address: Same As Above

Director: Richard B. Rudloff

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Richard B. Rudloff

Address: 858 Placid Lake Dr. Osprey, FL 34229

Vice President: Richard B. Rudloff

Address: 858 Placid Lake Dr. Osprey, FL 34229

Secretary: Richard B. Rudloff

Address: 858 Placid Lake Dr. Osprey, FL 34229

Treasurer: Richard B. Rudloff

Address: 858 Placid Lake Dr. Osprey, FL 34229

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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

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

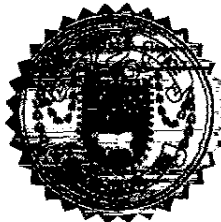
14. Richard B. Rudloff
(Typed or printed name and capacity of person signing application)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RUDLOFF CAPITAL MANAGEMENT CORPORATION" 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 TENTH DAY OF FEBRUARY, A.D. 2005.



3577748 8300

050110668

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3678022

DATE: 02-10-05