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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

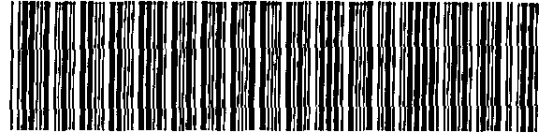
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005-29309



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HODGES

06/06/05 10:00 AM

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: PRIME CAPITAL Financial Services, Inc.
(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:

DAVID P. CARDWELL
(Name of Person)
PRIME CAPITAL Financial Services, Inc.
(Firm/Company)
16122 CARDEN DR.
(Address)
ODESSA, Fla. 33556
(City/State and Zip code)

For further information concerning this matter, please call:

DAVID P. CARDWELL at (813) 966 7557
(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



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

June 14, 2005

DAVID P. CARDWELL
PRIME CAPITAL FINANCIAL SERVICE, INC.
16122 CARDEN DR.
ODESSA, FL 33556

SUBJECT: PRIME CAPITAL FINANCIAL SERVICES, INC.
Ref. Number: W05000029309

We have received your document for PRIME CAPITAL FINANCIAL SERVICES, INC. and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return 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) 245-6967.

Michelle Hodges
Document Specialist

Letter Number: 305A00041235

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. PRIME CAPITAL FINANCIAL SERVICES, 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. NEVada 3. 86-1138972
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. MAY 3, 2005 5. Per Petual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. NOT APPLICABLE - NO BUSINESS TO date
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 202 North CURRY ST. Suite 100
(Principal office address)

CARSON CITY NV. 89703-4121
(Current mailing address)

8. Financial Services & Investments
(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: David P. Cardwell

Office Address: 16122 CARDEN DR.
Odessa Fla. 33556, Florida
(City) (Zip code)

65 JUN 27 11 01 AM '05

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.

David P. Cardwell
(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:

David P. Cardwell

Address:

16122 Carden Dr.
Odessa, Fla. 33556

Vice Chairman:

Same as above

Address:

Director:

Same as above

Address:

Director:

Same as above

Address:

B. OFFICERS

President:

David P. Cardwell

Address:

16122 Carden Dr.
Odessa, Fla. 33556

Vice President:

Same as above

Address:

Secretary:

Same as above

Address:

Treasurer:

Address:

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

13.

David P. Cardwell

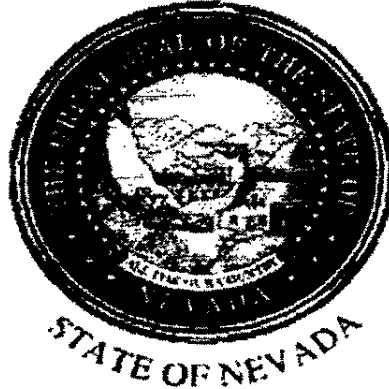
(Signature of Director or Officer listed in number 12 of the application)

14.

DAVID P. CARDWELL Pres.

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

SECRETARY OF STATE

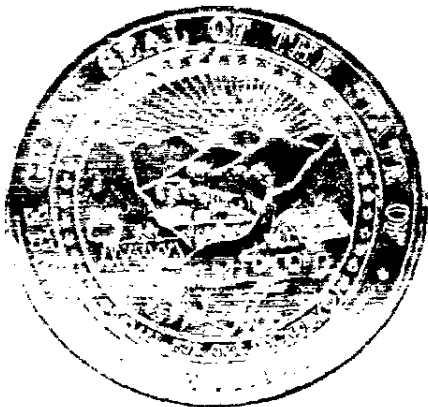


CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporation soles, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **PRIME CAPITAL FINANCIAL SERVICES**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since May 3, 2005, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on June 1, 2005.



Dean Heller

DEAN HELLER
Secretary of State

By

Chad

Certification Clerk