

To: Division of Corporations
Subject:

From: Ed Lary

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Florida Department of State
Division of Corporations
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Division of Corporations
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From:

Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
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FOREIGN PROFIT QUALIFICATION

PROCAPITAL FINANCIAL CORP.

Certificate of Status	0
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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. ProCapital Financial Corp

(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. NY

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

3. 56-2517548

(FEI number, if applicable)

4. 5/31/2005

(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. 538 Gifford Avenue, Oceanside, NY 11572

(Principal office address)

538 Gifford Avenue, Oceanside, NY 11572

(Current mailing address)

8. Mortgage broker and to engage in 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 or Mail Drop Box NOT acceptable)

Name: NRAI Services, Inc.

Office Address: 2731 Executive Park Drive, Suite 4

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.

NRAI Services, Inc.

By: [Signature]

(Registered agent's signature)

Michael Mirione, Asst. 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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A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Orlando D. Farino

Address: 538 Gifford Avenue, Oceanside, NY 11572

Director: _____

Address: _____

B. OFFICERS

President: Orlando D. Farino

Address: 538 Gifford Avenue, Oceanside, NY 11572

Vice President: Walter E. Goodge

Address: 538 Gifford Avenue, Oceanside, NY 11572

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. Orlando D. Farino
(Signature of Director or Officer listed in number 12 of the application)

14. Orlando D. Farino, President
(Typed or printed name and capacity of person signing application)

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State of New York
Department of State } ss:

I hereby certify, that the Certificate of Incorporation of PROCAPITAL FINANCIAL CORP was filed on 05/31/2005, with perpetual duration, and that a diligent examination has been made of the Corporate Index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 18th day of July
two thousand and five.*

Secretary of State

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FILED
2005 JUL 22 A 9:47
SECRETARY OF STATE
TALLMAN/SECRETARY

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