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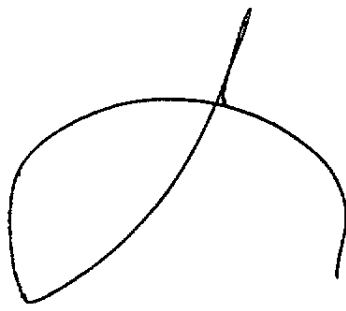
Upstate Capital Inc.

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 1/6/06

**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. **UPSTATE CAPITAL, 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. **New York**

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

3.

(FEI number, if applicable)

4. **May 14, 1990**

(Date of incorporation)

5. **Perpetual**

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

6. **upon registration**

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

7. **12200 W. Colonial Drive, Suite 200A, Winter Garden FL 34787**

(Principal office address)

same as above

(Current mailing address)

8. **Mortgage Brokerage Business**

(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: **Joseph Stadler**

Office Address: **12200 W. Colonial Dr., Suite 200A**

Winter Garden

(City)

, Florida

34787

(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.


(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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A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____
_____Director: Thomas E. GeeAddress: 742 W. Main StreetWatertown NY 13601

Director: _____

Address: _____
_____**B. OFFICERS**President: Thomas E. GeeAddress: 742 W. Main StreetWatertown NY 13601

Vice President: _____

Address: _____
_____Secretary: Thomas E. GeeAddress: 742 W. Main Street, Watertown NY 13601

Treasurer: _____

Address: _____

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. Thomas E. Gee

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

**State of New York
Department of State } ss:**

I hereby certify, that the Certificate of Incorporation of UPSTATE CAPITAL INC. was filed on 05/15/1990, 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. I further certify the following:

A Biennial Statement was filed 02/03/1993.

A Biennial Statement was filed 08/31/1993.

The Biennial Statement is past due.

I further certify, that no other documents have been filed by such Corporation.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 03rd day of January
two thousand and six.*

Daniel Shapiro
Special Deputy Secretary of State

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