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FOREIGN PROFIT QUALIFICATION

World Capital Bancorp Inc.

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PAGE 001/001

Florida Dept of State



January 25, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

BUSINESS FILINGS

SUBJECT: WCB DIRECT
REF: W06000003690

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

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Becky McKnight
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FAX And. #: 805000245873
Letter Number: 806A00005360

P.O. BOX 6327 - Tallahassee, Florida 32314

A050002458733

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. World Capital Bancorp Inc.

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

WCB Direct Inc.

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Massachusetts

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

3. 20-0217412

(FEI number, if applicable)

4. 8/22/2003

(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. 225 Franklin Street, 26th Floor, Boston, Massachusetts 02110

(Principal office address)

225 Franklin Street, 26th Floor, Boston, Massachusetts 02110

(Current mailing address)

8. Commercial lender.

(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: Business Filings Incorporated

Office Address: 1203 Governors Square Blvd., Suite 101

Tallahassee

(City)

Florida 32301-2960

(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.

M. S. L.

(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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DIVISION OF CORPORATIONS
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A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: John TaxiarchosAddress: 225 Franklin Street, 26th Floor, Boston, Massachusetts 02110Director: James M. HealyAddress: 225 Franklin St., 26th Floor, Boston, Massachusetts 02110**B. OFFICERS**President: James M. HealyAddress: 225 Franklin St., 26th Floor, Boston, Massachusetts 02110Vice President: John TaxiarchosAddress: 225 Franklin St., 26th Floor, Boston, Massachusetts 02110Secretary: John TaxiarchosAddress: 225 Franklin St., 26th Floor, Boston, Massachusetts 02110Treasurer: James M. HealyAddress: 225 Franklin St., 26th Floor, Boston, Massachusetts 02110

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

13. James M. Healy
(Signature of Director or Officer listed in number 12 of the application)14. James M. Healy, President
(Typed or printed name and capacity of person signing application)FILED
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TOTAL P. 05



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts
Secretary of the Commonwealth
State House, Boston, Massachusetts 02133

October 6, 2005

TO WHOM IT MAY CONCERN:

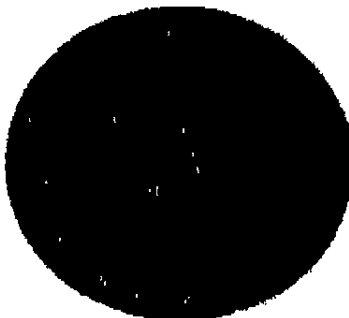
I hereby certify that according to the records of this office,

WORLD CAPITAL BANCORP INC.

is a domestic corporation organized on August 22, 2003, under the General Laws of the Commonwealth of Massachusetts.

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156D section 14.21 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.

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In testimony of which,
I have hereunto affixed the
Great Seal of the Commonwealth
on the date first above written.

William Francis Galvin
Secretary of the Commonwealth

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