

Oct. 8, 2007
Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : INCORPORATING SERVICES FL
Account Number : I20050000052
Phone : (302) 531-0855
Fax Number : (866) 223-0765

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FOREIGN PROFIT/NONPROFIT CORPORATION

CapitalPartners mc Incorporated

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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. CapitalPartners mc Incorporated

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

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

2. Delaware

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

3. 37-1551129

(FEI number, if applicable)

4. 10/01/2007

(Date of incorporation)

5. Perpetual

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

6. n/a

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

7. 400 Garden City Plaza, Suite 204, Garden City, NY 11530

(Principal office address)

400 Garden City Plaza, Suite 204, Garden City, NY 11530

(Current mailing address)

8. Any lawful activity.

(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: **Incorporating Services, Ltd.**

Office Address: **1540 Glenway Drive**

Tallahassee

(City)

, Florida **32301**

(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.

Terrell L. Fowler, Asst. Sec.
(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.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: John A. Messer

Address: 400 Garden City Plaza, Suite 204

Garden City, NY 11530

Director: _____

Address: _____

B. OFFICERS

President: John A. Messer

Address: 400 Garden City Plaza, Suite 204

Garden City, NY 11530

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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. John A. Messer, President
(Typed or printed name and capacity of person signing application)

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CAPITALPARTNERS MC INCORPORATED" 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 SECOND DAY OF OCTOBER, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CAPITALPARTNERS MC INCORPORATED" WAS INCORPORATED ON THE FIRST DAY OF OCTOBER, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 6042522

DATE: 10-02-07