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HARRIS CRAMER LLP

Attorneys At Law



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April 28, 2009

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

VIA FEDEX

Re: Money4Gold Holdings, Inc.

Dear Sir or Madam:

Attached please find the following documents for Money4Gold Holdings, Inc. to be filed Wednesday, April 29, 2009, for authorization to transact business in the State of Florida:

1. Cover Letter;
2. Executed Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida along with Registered Agent's Acceptance; and
3. Certificate of Good Standing form the State of Delaware.

Also enclosed is a check in the amount of \$78.75 representing the filing fee and certificate of status. If you have any questions or concerns, please call the undersigned immediately.

Very truly yours,

Dorothy F. Markowski
Legal Assistant

Enclosures

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Money4Gold Holdings, 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:

Daryl B. Cramer, Esq.
(Name of Person)

Harris Cramer LLP
(Firm/Company)

1555 Palm Beach Lakes Blvd., Suite 310
(Address)

West Palm Beach, FL 33401
(City/State and Zip code)

For further information concerning this matter, please call:

Daryl B. Cramer at (561) 478-7077
(Name of Person) (Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing 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

HARRIS CRAMER LLP

Attorneys At Law



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April 30, 2009

Mr. Buck Kohr
New Filing Section
Division of Corporation
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

VIA FEDEX

**Re: HD Capital Holdings LLC
Money4Gold Holdings, Inc.**

Dear Mr. Kohr:

As we discussed, enclosed please find two checks made payable to the Florida Department of State as follows:

1. \$1,138.75 representing the \$1,000.00 penalty and the \$138.75 Annual Report filing fee for HD Capital Holdings LLC; and
2. \$1,150.00 representing the \$1,000.00 penalty and the \$150.00 Annual Report filing fee for Money4Gold Holdings, Inc.

Please deliver the Money4Gold Holdings, Inc. penalty fee check to Maryanne Dicky as she is handling the Money4Gold Holdings, Inc. filing. Please call me with any questions that you may have.

Also, please confirm with Maryanne that we will be receiving a filing date of April 29, 2009 (the date the application was received by the Department of State).

Very truly yours,

Dorothy F. Markowski
Legal Assistant

Enclosures

**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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 MAY - 1 PM 1:50

1. Money4Gold Holdings, 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. Delaware

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

3. 98-0412432

(FEI number, if applicable)

4. November 18, 2003

(Date of incorporation)

5. Perpetual

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

6. July 1, 2008

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

7. 595 S. Federal Highway, Suite 600, Boca Raton, FL 33432

(Principal office address)

595 S. Federal Highway, Suite 600, Boca Raton, FL 33432

(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized under the General Corporate Law of Delaware.

(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: Harris Cramer LLP

Office Address: 1555 Palm Beach Lakes Blvd., Ste. 310

West Palm Beach, Florida 33401

(City)

(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.

Harris Cramer LLP by Daryl Cramer & Associates, P.A., its Partner
By Daryl B. Cramer, President



(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: Scott Frohman

Address: 123 NW 13th Street, Suite 300

Boca Raton, FL 33432

Vice Chairman: Hakan Koyuncu

Address: 595 S. Federal Highway, Suite 600

Boca Raton, FL 33432

Director: Daniel Brauser

Address: 595 S. Federal Highway, Suite 600

Boca Raton, FL 33432

Director: Neil McDermott

Address: Beech Park House, Clonsilla

Dublin 15 Ireland

B. OFFICERS

President: Daniel Brauser

Address: 595 S. Federal Highway, Suite 600

Boca Raton, FL 33432

Vice President: _____

Address: _____

Secretary: Daniel Brauser

Address: 595 S. Federal Highway, Suite 600, Boca Raton, FL 33401

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. Scott Frohman, Chairman of the Board

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 MAY - 1 PM 1:50

ADDENDUM TO
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA
MONEY4GOLD HOLDINGS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATE
09 MAY - 1 PM 1:50

A. DIRECTORS

Director: Jason Rubin
Address: 12900 NW 38th Avenue
Miami, FL 33054

B. OFFICERS

Chief Executive Officer: Hakan Koyuncu
Address: 595 S. Federal Highway, Suite 600
Boca Raton, FL 33432

Chief Operating Officer: Daniel Brauser
Address: 595 S. Federal Highway, Suite 600
Boca Raton, FL 33432

Chief Financial Officer: Daniel Brauser
Address: 595 S. Federal Highway, Suite 600
Boca Raton, FL 33432

Delaware

The First State

PAGE 1

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 MAY - 1 PM 1:50

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MONEY4GOLD HOLDINGS, INC." 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 NINTH DAY OF MARCH, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MONEY4GOLD HOLDINGS, INC." WAS INCORPORATED ON THE EIGHTEENTH DAY OF NOVEMBER, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



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You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7174357

DATE: 03-09-09