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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

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-03/01/96--01007--002
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SUBJECT: Freeman Capital, Ltd (Corp.)
(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:

Stanton J. Freeman

(Name of Person)

Freeman Capital, Ltd.

(Firm/Company)

142 South County Road

(Address)

Palm Beach, FL 33480

(City/State/Zip)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Should you need to call someone concerning this matter, please call:

Stanton J. Freeman

(Name of Person)

at 407/655-6652

(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

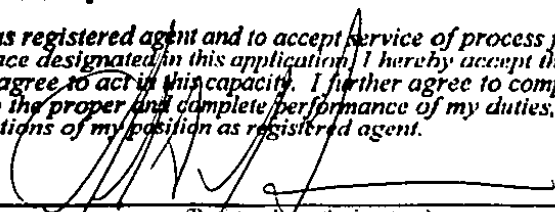
Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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. Freeman Capital, Ltd. (Corp.)
Freeman Capital Ltd.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware
(State or country under the law of which it is incorporated)
3. 52-1863071
(FBI number, if applicable)
4. 2/1/94
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.135, F.S.))
7. 142 South County Rd., Palm Beach, FL 33480
(Current mailing address)
8. Transact any and all lawful business
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**
Name: Stanton J. Freeman
Office Address: 142 South County Rd. FL
Palm Beach, Florida, 33480
(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.

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12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Stanton J. Freeman

Address: 142 South County Road Palm Beach, FL

Vice Chairman: _____

Address: _____

Director: Jacqueline Freeman

Address: 142 South County Road

Palm Beach FL 33480

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Stanton J. Freeman CEO

Address: 142 South County Road

Palm Beach, FL 33480

Vice President: Jacqueline Freeman

Address: same as above

Secretary: Jacqueline Freeman

Address: _____

Treasurer: Stanton J. Freeman

Address: _____

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

13. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

Stanton J. Freeman, Chairman CEO

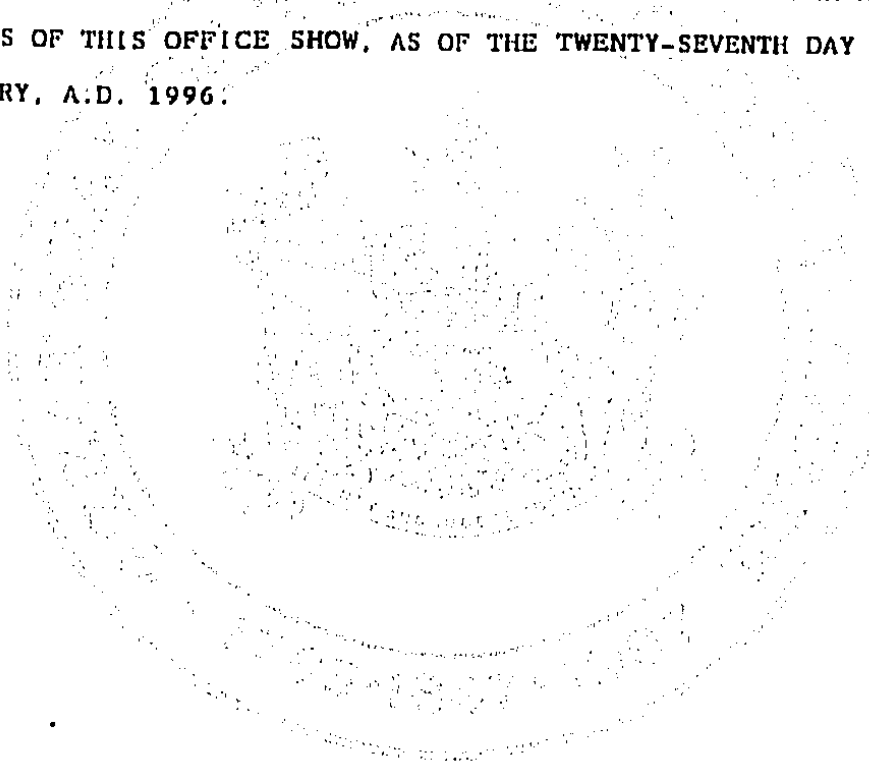
14. _____

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

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State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FREEMAN CAPITAL, LTD." 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 TWENTY-SEVENTH DAY OF FEBRUARY, A.D. 1996.



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Edward J. Freel, Secretary of State

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AUTHENTICATION: 7843021
DATE: 02-27-96