

F9600004835



PREMIER LEGAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 091037 4357736

AUTHORIZATION : Patricia Pyzik

COST LIMIT : \$ 70.00

ORDER DATE : September 18, 1996

ORDER TIME : 3:17 PM

ORDER NO. : 091037

4000001 052944

CUSTOMER NO: 4357736

CUSTOMER: Mr. Thomas J. Gerardi
United Capital Corp.
9 Park Place
4th Floor
Great Neck, NY 11021

FOREIGN FILINGS

NAME: AFP FIVE CORP.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP 19 AM 9:05

RECORDED
95 SEP 19 PM 1:17
DIVISION OF CORPORATION

mtm

**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. AFP Five Corp.
(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. Nevada 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 7/16/96 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Has not transacted business in Florida.
(Date first transacted business in Florida. (See SECTIONS 607.1501, 607.1502, AND 817.153, F.S.)

7. c/o United Capital Corp.

9 Park Place - Fourth Floor, Great Neck, New York 11021
(Current mailing address)

8. To engage in any lawful activity and to hold, purchase and convey real and personal estate.
(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee . 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.

Patricia Piguth
(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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JUL 19 9 03

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Anthony J. Miceli

Address: c/o United Capital Corp.

9 Park Place - Fourth Floor, Great Neck, NY 11021

Director: _____

Address: _____

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

President: Anthony J. Miceli

Address: c/o United Capital Corp.

9 Park Place - Fourth Floor, Great Neck, NY 11021

Vice President: Michael T. Lamoretti and Michael J. Weinbaum

Address: Same as above

Secretary: Michael T. Lamoretti

Address: Same as above

Treasurer: Michael T. Lamoretti

Address: Same as above

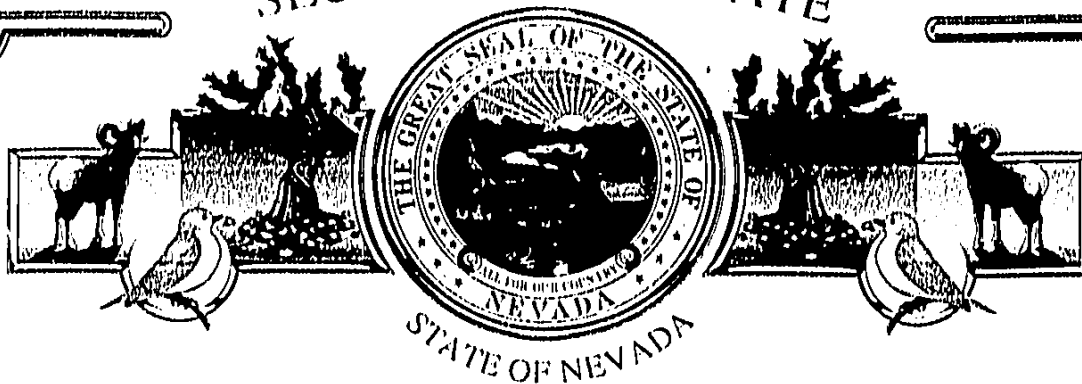
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Michael T. Lamoretti, V.P.
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Michael T. Lamoretti, Vice President
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
93 SEP 19 AM 9:05

SECRETARY OF STATE



CORPORATE CHARTER

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that **AFP FIVE CORP.** did on **July 16, 1996** file in this office the original Articles of Incorporation; that said Articles are now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said Articles contain all the provisions required by the law of said State of Nevada.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP 19 1996

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on July 18, 1996.



Dean Heller

Secretary of State

By

Wesley H. L.
Certification Clerk