

F97000006406



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400002359624--6

-12/02/97--01001--033

*****70.00 *****70.00

CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Manhattan Capital Partners

W97-26796

File 1st

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<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

☐ Certificate of FICTITIOUS NAME

☐ FICTITIOUS NAME SEARCH

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Ordered By: _____

Date: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC -1 AM 10: 51
12/5
RECEIVED
97 DEC -1 PM 3: 27
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 1, 1997

UCC FILING & SEARCH SERVICES

SUBJECT: MANHATTAN CAPITAL PARTNERS, INC. ~~FILE~~ 1ST - BEFORE WINFIELD
Ref. Number: W97000026796

We have received your document for MANHATTAN CAPITAL PARTNERS, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 197A00056787

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97 DEC -5 AM 9:42
DIVISION OF CORPORATIONS

Corrected 12-5-97.

Please backdate.

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned CHARLES L. GABLER, do hereby certify that this Resolution of the Board of Directors of MANHATTAN CAPITAL PARTNERS, INC., a corporation duly organized and existing under the laws of the State of New York, was duly adopted on December 3rd, 1997.

Be it resolved, that MANHATTAN CAPITAL PARTNERS, INC., organized and existing in the State of New York, hereby adopts the name MANHATTAN CAPITAL PARTNERS OF NEW YORK, INC. for use in Florida.

Dated: December 3rd, 1997.

MANHATTAN CAPITAL PARTNERS, INC.

By: Charles L. Gabler
Charles L. Gabler, President

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DIVISION OF CORPORATIONS
97 DEC -1 AM 10:51

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. MANHATTAN CAPITAL PARTNERS, INC.
(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. NEW YORK 3. 13-3649840
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. January 1, 1992 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. December 1, 1997
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))

7. 35 GRAMATAN COURT
BRONXVILLE, NY 10708
(Current mailing address)

8. Real estate transactions
(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:

Name: NationsCorp Registered Agents, Inc.

Office Address: 526 E. Park Avenue

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.

[Signature]
(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:

A. DIRECTORS

Chairman: CHARLES L. GABLER JR

Address: 35 GRAMATAN COURT
BRONXVILLE, NY 10708

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: CHARLES L. GABLER JR.

Address: 35 GRAMATAN COURT
BRONXVILLE, NY 10708

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13.

Charles L. Gabler Jr.
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

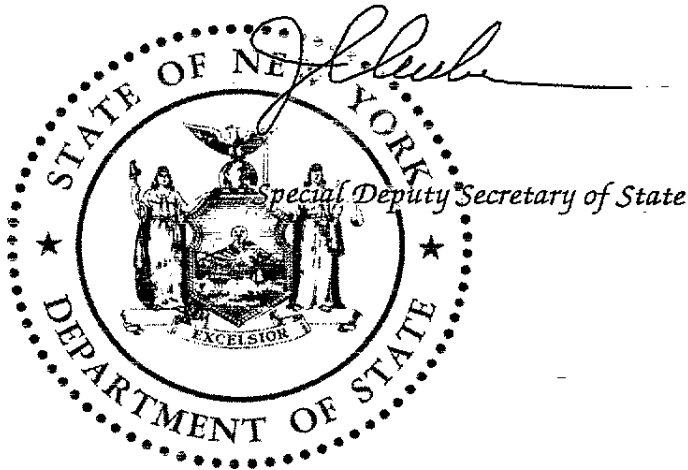
CHARLES L. GABLER, JR.
(Typed or printed name and capacity of person signing application)

State of New York
Department of State

ss:

I hereby certify, that the certificate of incorporation of MANHATTAN CAPITAL PARTNERS, INC. was filed on 01/10/1992, with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 25th day of November
one thousand nine hundred and
ninety-seven.



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