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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

500002419135--0
-02/02/98--01146--009
*****61.25 *****61.25

SUBJECT: SMITHFIELD CAPITAL CORPORATION
(Name of corporation - must include suffix)

500002419135--0
-02/10/98--01040--002
*****8.75 *****8.75

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:

W98-2347

Philip W Schuck
(Name of Person)

SMITHFIELD CAPITAL CORPORATION
(Firm/Company)

B PALM ROAD
(Address)

SEWALLS POINT FL
(City/State/Zip)

FILED
FEB -9 AM 10:27
TALLAHASSEE, FLORIDA

2/2/10

Should you need to call someone concerning this matter, please call:

Philip W Schuck
(Name of Person)

at (561) 219 8102
(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



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 3, 1998

PHILIP W. SCHUCK
SMITHFIELD CAPITAL CORPORATION
8 PALM RD.
SEWALLS POINT, FL 34996

SUBJECT: SMITHFIELD CAPITAL CORPORATION
Ref. Number: W98000002347

We have received your document for SMITHFIELD CAPITAL CORPORATION and check(s) totaling \$61.25. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$8.75. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

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) 487-6093.

Freta Lott
Corporate Specialist Supervisor

Letter Number: 198A00005941

**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. SMITHFIELD CAPITAL CORPORATION
(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. DELEWARE 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 12 FEB 1996 5. PERPETUAL
(Date of Incorporation) (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 817.155 F.S.))

7. _____

8 PALM ROAD, SEWALLS POINT FL 34996
(Current mailing address)

8. FINANCIAL MANAGEMENT
(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)

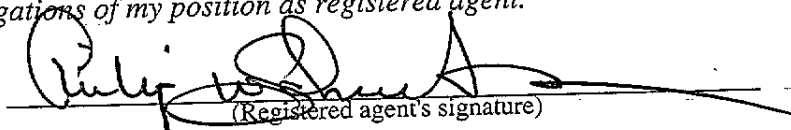
Name: PHILIP W SCHUCK

Office Address: 8 PALM ROAD

SEWALLS POINT, Florida, 34996
(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.

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: Philip W. Schuck

Address: B Palm Road
SEWALLS POINT FL 34996

Vice Chairman: None

Address: _____

Director: None

Address: _____

Director: None

Address: _____

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

President: SAWZ

Address: _____

Vice President: None

Address: _____

Secretary: SAWZ

Address: _____

Treasurer: SAWZ

Address: _____

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

13. Philip W. Schuck
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Philip W. Schuck CHAIRMAN
(Typed or printed name and capacity of person signing application)

FILED
98 FEB -9 AM 11:27
TALLAHASSEE, FLORIDA

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 "SMITHFIELD CAPITAL CORPORATION" 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-FIRST DAY OF JANUARY, A.D. 1998.



Edward J. Freel

Edward J. Freel, Secretary of State

2591092 8300

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AUTHENTICATION:

DATE:

8877025

01-21-98

FILED
98 FEB -9 AM 11:27
SECRETARY OF STATE
DELAWARE