

F98000001713  
TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: Fusion Capital 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:

Reginald L. Clarke  
(Name of Person)  
Fusion Capital Corp  
(Firm/Company)  
600 So Northlake Blvd, Suite 145  
(Address)  
Altamonte Springs, FL 32701  
(City/State/Zip)

98 MAR 26 AM 10:57  
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DIVISION OF CORPORATIONS

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200002321712-6  
-10/16/97-01040-001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00  
W 97-23612

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

Reginald L. Clarke at ( 407 ) 331-6078  
(Name of Person) (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

***Fusion Capital Corp.***

600 S. Northlake Blvd.; Suite 145  
Altamonte Springs, FL 32701  
331-6078 FAX: 331-6584

October 29, 1997

Florida Department of State  
Division of Corporation  
P.O. Box 6327  
Tallahassee, FL 32314

Attn: Mr. Michael Mays

Re: Number 797A00050595  
Re: Number W97000023612

Dear Mr. Mays:

Fusion Capital Corp., incorporated in Delaware August 5, 1996.

Re: Section 607.1501 Florida Statute Section (2) Subsection (1) : (E)

"Selling through Independent Contractors."

We have sent your office an original of "Certificate of Good Standing," from the State of Delaware.

The above is a sworn affidavit signed this date by the President of Fusion Capital Corp.



Reginald L. Clarke  
President

If you require additional information please call.

Yours truly,

Reginald L. Clarke  
President

RLC/hm

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

January 23, 1998

REGINALD L. CLARKE  
FUSION CAPITAL CORP.  
600 SO. NORTHLAKE BLVD STE 145  
ALTAMONTE SPRINGS, FL 32701

SUBJECT: FUSION CAPITAL CORP  
Ref. Number: W97000023612

This letter is in response to the application by foreign corporation for authorization to transact business in Florida that was previously submitted to this office for FUSION CAPITAL CORP.

The referenced application states that the corporation has transacted business in the State of Florida since July 1, 1996. You were notified by letter dated October 16, 1997, that because of failure to obtain a certificate of authority prior to transacting business in the State of Florida, the corporation is liable for \$1165.00 in appropriate fees and penalties as set forth in Section 607.1502(4), Florida Statutes, (copy enclosed).

Until a response is received by this office concerning the prior notification, the application by foreign corporation for authorization to transact business in Florida will not be processed. If erroneous information was reflected on the previously submitted application, a sworn affidavit may be filed stating the correct date the corporation first transacted business in Florida, that the corporation did not transact business in Florida prior to the application filing year and that the information entered on such application is incorrect. Any such affidavit will be included with your original qualification documents.

Please provide your response to this letter within 30 days to avoid the necessity of further action.

If you have further questions concerning the filing of your document, please telephone the Foreign Qualification/Tax Lien Section at (850) 487-6091.

Michael Mays  
Document Specialist      Letter No. 298A00003822

Enclosure

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

October 16, 1997

REGINALD L. CLARKE  
FUSION CAPITAL CORP.  
600 SO. NORTHLAKE BLVD STE 145  
ALTAMONTE SPRINGS, FL 32701

SUBJECT: FUSION CAPITAL CORP  
Ref. Number: W97000023612

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

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$1165.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays  
Document Specialist

Letter Number: 797A00050595

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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 3, 1998

REGINALD L. CLARKE  
FUSION CAPITAL CORP.  
600 SO. NORTHLAKE BLVD STE 145  
ALTAMONTE SPRINGS, FL 32701

SUBJECT: FUSION CAPITAL CORP  
Ref. Number: W97000023612

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

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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) 487-6097.

Michael Mays  
Document Specialist

Letter Number: 298A00005922

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DIVISION OF CORPORATIONS

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# 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. Fusion Capital 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. Delaware, USA  
(State or country under the law of which it is incorporated)
3. 59-3320336  
(FEI number, if applicable)
4. August 5, 1996  
(Date of Incorporation)
5. perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. 7-1-96  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 600 So Northlake Blvd, Suite 145  
Altamonte Springs, FL 32701  
(Current mailing address)
8. To engage in and do any lawful act concerning any 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: Reginald L. Clarke

Office Address: 600 So Northlake Blvd, Suite 145

Altamonte Springs, Florida, 32701  
(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: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: Reginald L. Clarke

Address: 600 So Northlake Blvd, Suite 145

Altamonte Springs, FL 32701

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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

President: Reginald L. Clarke

Address: 600 So Northlake Blvd, Suite 145

Altamonte Springs, FL 32701

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

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)

14. Reginald L. Clarke, President

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

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DIVISION OF CORPORATIONS  
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*State of Delaware*  
*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FUSION CAPITAL CORP." 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 FIFTEENTH DAY OF SEPTEMBER, A.D. 1997.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FUSION CAPITAL CORP." WAS INCORPORATED ON THE FIFTH DAY OF AUGUST, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID IS THE FIFTEENTH DAY OF SEPTEMBER, A.D. 1997.



*Edward J. Freel*

Edward J. Freel, Secretary of State

2645517 8300

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AUTHENTICATION:

8649481

DATE:

09-15-97

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