

F990000003559

AMERICAN CAPITAL CORPORATION  
1717 North Bayshore Drive #4247  
Miami Florida 33132  
Tel 305-381-9950 Fax 305-358-1888

May 7, 1999

100002869821--4  
-05/10/99--01126--016  
\*\*\*\*122.50 \*\*\*\*\*78.75

Florida Department of State  
Division of Corporation  
PO BOX 6327  
Tallahassee, Florida 32314

W99-11073

Regarding: Application by Foreign corporation to transact business in Florida  
AMERICAN CAPITAL CORPORATION

Please process and send to me Florida corporation number for this corporation, being a Delaware corporation which will be transacting business in Florida. See attached Application and copy of Certificate of Incorporation

Enclosed find fees being:

Filing Fee	\$ 35.00
Resident fee designation	\$ 35.00
Certified copy	\$ 52.50

Total check: \$122.50

Sincerely,  
American Capital Corporation

Clifton Lees  
President

Conflict  
p95-87867

FILED  
SECRETARY OF STATE  
99 JUL 12 AM 9:44

WCL  
7/12



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

May 12, 1999

AMERICAN CAPITAL CORPORATION  
%CLIFTON LEES  
1717 NORTH BAYSHORE DR., #4247  
MIAMI, FL 33132

SUBJECT: AMERICAN CAPITAL CORPORATION  
Ref. Number: W99000011073

We have received your document for AMERICAN CAPITAL CORPORATION and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

We are enclosing the proper form(s) with instructions for your convenience.

You have provided a certificate of incorporation that is not what we require in order to process this filing. You would need to obtain a certificate of existence (good standing) from your Secretary of State office.,

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) 487-6097.

Michael Mays  
Document Specialist

Letter Number: 599A00025932

99 JUL 12 AM 9:44

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

June 18, 1999

AMERICAN CAPITAL CORPORATION  
%CLIFTON LEES  
1717 NORTH BAYSHORE DR., #4247  
MIAMI, FL 33132

SUBJECT: AMERICAN CAPITAL CORPORATION  
Ref. Number: W99000011073

We have received your document for AMERICAN CAPITAL CORPORATION and your check(s) totaling \$122.50. However, the document has not been filed and is being retained in this office for the following:

The proper procedure to follow when your corporate name is unavailable is to complete the enclosed resolution.

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

Michael Mays  
Document Specialist

Letter Number: 499A00032696

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JUL 12 AM 9:44

## TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: American Capital Corporation a Nevada Corporation  
(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:

Karen Carazo Zapetis

(Name of Person)

American Capital Corporation a Nevada Corporation  
(Firm/Company)

1717 North Bayshore Drive #4247

(Address)

Miami Florida 33132

(City/State/Zip)

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

Karen Carazo Zapetis at ( 305 ) 381-9950  
(Name of Person) (Area Code & Daytime Telephone Number)

### STREET ADDRESS:

Qualification/Tax Lien Section  
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

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee    ☒ \$78.75 Filing Fee & Certificate of Status    ☐ \$78.75 Filing Fee & Certified Copy    ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

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99 JUL 12 AM 9:44

# RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Clifton Lees, do hereby certify  
(Name)

that this Resolution of the Board of Directors of American Capital Corporation

(Corporate Name)

a corporation duly organized and existing under the laws of the State of Nevada,

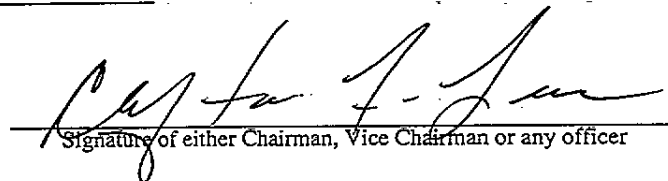
was duly adopted on May 1, 19 99

Be it resolved, that American Capital Corporation  
(Corporate Name)

organized and existing in the State of Nevada, hereby adopts the name

American Capital Corporation, a Nevada Corporation for use in Florida.

Dated: JUNE 26, 1999

  
Signature of either Chairman, Vice Chairman or any officer

Clifton Lees  
Type or print name

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SECRETARY OF STATE  
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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. American 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. State of Nevada USA  
(State or country under the law of which it is incorporated)
3. 65-0914149  
59-2541893  
(FEI number, if applicable)
4. May 18, 1998  
(Date of incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. May 1999  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 1717 North Bayshore Drive #4247  
Miami, Florida 33132  
(Current mailing address)
8. Purchase and resale of surplus equipment and vessels  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**  
Name: Karen Carazo Zapetis  
Office Address: 1717 North Bayshore Drive #4247  
Miami, Florida, 33132  
(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: Clifton Lees

Address: 200 Sur 50 Este McDonalds Plaza del Sol  
San Jose, Costa Rica

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

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

Director: Clifton Lees

Address: 200 Sur 50 Este McDonalds Plaza del Sol  
San Jose, Costa Rica

Director: Karen Carazo Zapetis

Address: 1717 North Bayshore Drive #4247  
Miami, Florida 33132

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

President: Clifton Lees

Address: 200 Sur 50 Este McDonalds Plaza del Sol  
San Jose, Costa Rica

Vice President: Karen Carazo Zapetis

Address: 1717 North Bayshore Drive #4247  
Miami, Florida 33132

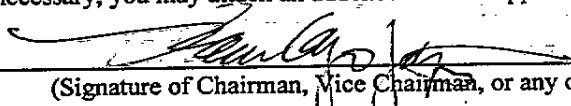
Secretary: Karen Carazo Zapetis

Address: 1717 North Bayshore Drive #4247  
Miami, Florida 33132

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. Karen Carazo Zapetis  
(Typed or printed name and capacity of person signing application)

FILED  
SECRETARY  
99 JUL 12 AM 9:44

# SECRETARY OF STATE



## CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **AMERICAN CAPITAL CORPORATION** as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since June 5, 1998, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand  
and affixed the Great Seal of State, at my office, in  
Carson City, Nevada, on May 21, 1999.



*Dean Heller*  
Secretary of State

By

*S. J. Laila*  
Certification Clerk