

F990000006617

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Sharpe Capital, Inc.
(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:

Vincent Leone
(Name of Person)

Sharpe Capital, Inc.
(Firm/Company)

120 Broadway 28th Floor
(Address)

New York, N.Y. 10271
(City/State/Zip)

000003059210-9
-12/02/99-01075-009
*****87.50 *****87.50

W99-27898

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

Vincent Leone at (212) 791-5662
(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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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 7, 1999

VINCENT LEONE
120 BROADWAY 28TH FLOOR
NEW YORK, FL 10271

SUBJECT: SHARPE CAPITAL INC.
Ref. Number: W99000027898

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We have received your document for SHARPE CAPITAL INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 599A00057516

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. Sharpe Capital, 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

(State or country under the law of which it is incorporated)

3. 11-2811556

(FEI number, if applicable)

4. July 14, 1986

(Date of incorporation)

5. Perpetual

(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. 120 Broadway 28th Floor

New York, N.Y. 10271

(Current mailing address)

8. General Purpose

(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: Michael C. Simon

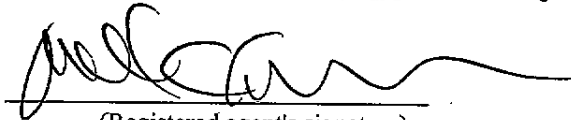
Office Address: 7900 Glades Road

Boca Raton, Florida 33434

(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)

10. 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

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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: Lawrence M. Hoes
Address: 15 Old Oak Road
Mahwah, NJ

Vice Chairman: George M. Santangelo
Address: 525 East 72 Street Apt 22E
New York, N.Y. 10021

Director: Vincent A. Leone
Address: 47 East 88 Street
New York, N.Y. 10128

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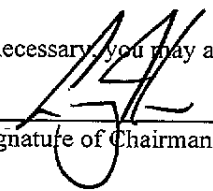
B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: George M. Santangelo
Address: 525 East 72 Street Apt 22E
New York, N.Y. 10021

Vice President: Lawrence M. Hoes
Address: 15 Old Oak Road
Mahwah, N.J.

Secretary/Treasurer: Vincent A. Leone
Address: 47 East 88 Street
New York, N.Y. 10128

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. Lawrence M. Hoes
(Typed or printed name and capacity of person signing application)

State of New York } ss:
Department of State

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I hereby certify, that the certificate of incorporation of SHARPE CAPITAL, INC. was filed on 07/14/1986, under the name of MCNEIL, MANTHA (U.S.A.) CORP., 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. I further certify the following:

A Certificate of Amendment was filed on 02/20/1987.

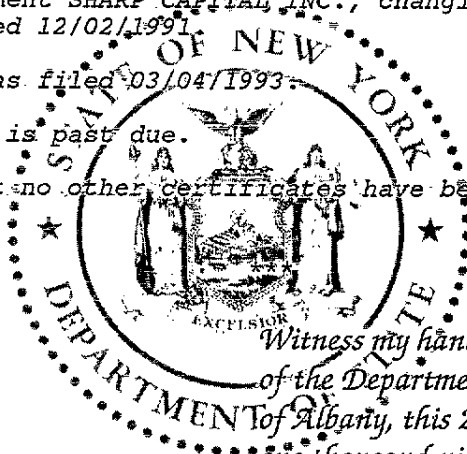
A Certificate of Amendment MCNEIL, MANTHA (U.S.A.) CORP., changing name to SHARP CAPITAL INC., was filed 11/14/1991.

A Certificate of Amendment SHARP CAPITAL INC., changing name to SHARPE CAPITAL, INC., was filed 12/02/1991.

A Biennial Statement was filed 03/04/1993.

The Biennial Statement is past due.

I further certify, that no other certificates have been filed by such corporation.



Witness my hand and the official seal
of the Department of State at the City
of Albany, this 23rd day of November
one thousand nine hundred and
ninety-nine.

Special Deputy Secretary of State