

Division of Corporations

Florida Department of State  
Division of Corporations  
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Katherine Harris, Secretary of State

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To:  
Division of Corporations  
Fax Number : (850)922-4003

From:  
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (305)672-0686  
Fax Number : (305)672-9110

## FOREIGN PROFIT QUALIFICATION

UniPart Capital, Ltd. Inc.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

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TALLAHASSEE, FLORIDA

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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. The name of the corporation is UniPart Capital Ltd. Inc.
2. The state/country under the law of which it is incorporated is DELAWARE
3. The date of incorporation is NOVEMBER 17, 1993
4. The duration of the corporation is PERPETUAL
5. The Federal Employer Identification Number of the corporation is 13-3741173
6. The date business first transacted in Florida UPON FILING
7. The mailing address of the corporation is:  
3 Linden Lane, Rumson, NJ 07760
8. The nature of the business in which the corporation is engaged in the State of Florida is: Real Estate Transactions, Commercial Real Estate Loans

9. The names and addresses of the officers and/or directors:

A. Directors

Robert G. Gibbs  
DIRECTOR  
Christian V. Gibbs  
DIRECTOR

3 Linden Lane  
Rumson, NJ 07760  
3 Linden Lane  
Rumson, NJ 07760

B. Officers

Robert G. Gibbs  
PRESIDENT  
Christian V. Gibbs  
SECRETARY  
Robert G. Gibbs  
TRESURER

3 Linden Lane  
Rumson, NJ 07760  
3 Linden Lane  
Rumson, NJ 07760  
3 Linden Lane  
Rumson, NJ 07760

10. Name and Street address of Florida registered agent:  
Corporate Creations, 941 4<sup>th</sup> Street, 2<sup>nd</sup> Floor, Miami Beach, FL 33139
11. 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

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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: R.A. Reyes Vice President  
ROGER A. REYES, VICE PRESIDENT

12. 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 custody of corporate records in the jurisdiction under the law of which it is incorporated.

13. [Signature]  
Signature of Director or Officer listed in # 9

14. Robert V. Gibbs, President  
Name and capacity of person signing application

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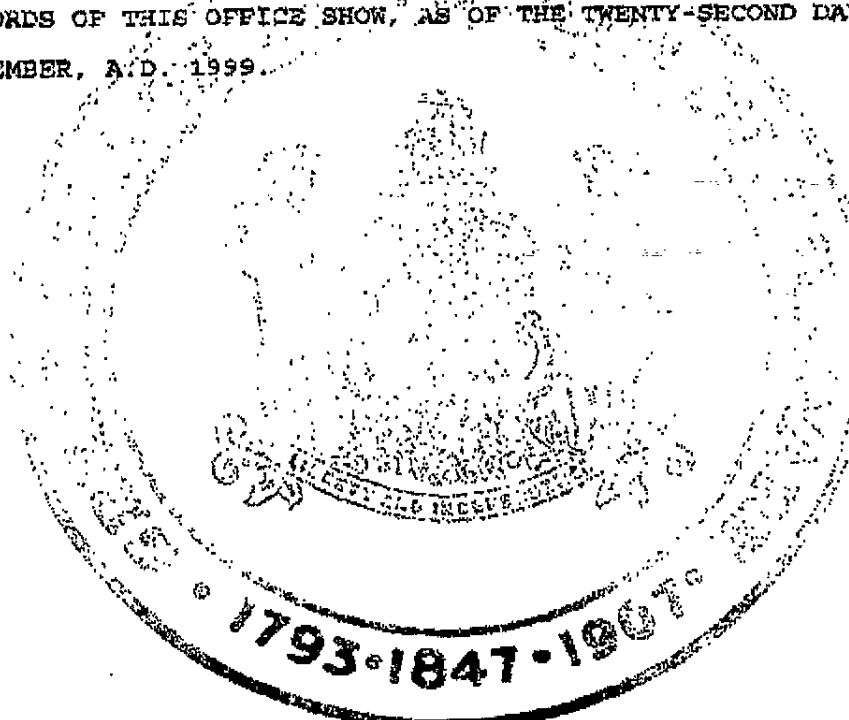
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*State of Delaware*  
**Office of the Secretary of State**

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "UNIPART CAPITAL, LTD." 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-SECOND DAY OF DECEMBER, A.D. 1999.



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 TALLAHASSEE, FLORIDA

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*Edward J. Freel*  
 Edward J. Freel, Secretary of State

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DATE: 991555573

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