

F99000006669



ACCOUNT NO. : 072100000032
REFERENCE : 523968 7166206
AUTHORIZATION : Patricia Pigute
COST LIMIT : \$ 70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC 23 AM 9:12

ORDER DATE : December 21, 1999
ORDER TIME : 2:56 PM
ORDER NO. : 523968-015
CUSTOMER NO: 7166206

400003079794-4

CUSTOMER: Mr. Laurence Maddox
Mr. Laurence Maddox
Suite 1705
13499 Biscayne Blvd.
Miami, FL 33181

FOREIGN FILINGS

NAME: GLOBAL CAPITAL & HOLDING CORPORATION

(5)

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XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

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CLIFF ELLIOTT
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32309

BK
12/27/99



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 27, 1999

JANINE LAZZARINI
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: GLOBAL CAPITAL & HOLDING CORPORATION
Ref. Number: W99000029344

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DIVISION OF CORPORATIONS
Please see original
document for details

We have received your document for GLOBAL CAPITAL & HOLDING CORPORATION and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

Please list a PURPOSE for the corporation in Item 8.

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) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 499A00060141

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS
99 DEC 28
AM 9:12

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.

- GLOBAL CAPITAL & HOLDING 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.)
- DELAWARE
(State or country under the law of which it is incorporated)
- 65-0870607
(FEI number, if applicable)
- 10/02/1998
(Date of incorporation)
- Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
- 01/01/1999
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
- 13499 Biscayne Boulevard, Suite M1, North Miami, Florida 33181
(Current mailing address)

8. To manage real estate
(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: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(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.
Corporation Service Company
By: Laura R. Durr
(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)

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: N/A

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Robert Malouf

Address: 13499 Biscayne Boulevard, Suite M1, North Miami, Florida 33811

Vice President: Laurence Maddox

Address: 13499 Biscayne Boulevard, Suite M1, North Miami, Florida 33811

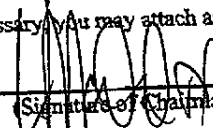
Secretary: Laurence Maddox

Address: 13499 Biscayne Boulevard, Suite M1, North Miami, Florida 33811

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. Laurence Maddox, Vice-President
(Typed or printed name and capacity of person signing application)

Office of the Secretary of State

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DIVISION OF CORPORATIONS
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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GLOBAL CAPITAL & HOLDING 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 DECEMBER, A.D. 1999.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

2950956 8300

DATE:

0155934

991552312

12-21-99