

**STATE OF FLORIDA
OFFICE OF FINANCIAL REGULATION**

**APPLICATION FOR REGISTRATION OF SECURITIES
SECTION 517.081, FLORIDA STATUTES**

(Application may be made by the issuer or by a registered dealer)

NOTE: The general information required under Part I of this application form must be supplied, when applicable, by every applicant and concerning every issue sought to be registered. A fee of \$1,000 (for offerings exceeding the amount in s. 3(b) of the Securities Act of 1933, as amended) or \$200 (for offerings not exceeding the amount in s. 3(b) of the Securities Act of 1933, as amended) shall accompany every application for registration.
Checks should be made payable to: Office of Financial Regulation

PART I. GENERAL INFORMATION

1. Name and address of issuer and principal office		Florida File No. _____ <small>(For Office Use Only)</small>
Name _____	Federal Employer Identification No. (FEID) _____	
Street Address, Suite No. _____	_____	
City _____ State _____ Zip+4 _____	_____	
2. Name, address and telephone number of correspondent to whom notice and communications regarding this notification may be sent.	3. Name and address of Applicant:	
Correspondent Name _____	Applicant Name _____	
Street Address, Suite No. _____ Phone No. _____	Street Address, Suite No. _____ Phone No. _____	
City _____ State _____ Zip+4 _____	City _____ State _____ Zip+4 _____	

4. Registration is sought in this State for the following described securities in the amounts indicated:

DESCRIPTION OF SECURITIES

Title of class of securities to be registered: _____

Offering Price	<u>TOTAL OFFERING</u>
Or Proposed Offering Price: _____	No. of Shares or Units: _____
	Total \$ Amount: _____

5. Officials of Issuer: Give the names, titles and residence address of officers, director, trustees and executive manager or other officials, of the issuer as of the date of filing this application.

Name	Position/Title	Residence Address	Phone No.

6. Issuer organized under the laws of _____ Date _____			
7.	(a) List the states in which it is proposed to offer the securities for sale to the public. (b) List the states, if any, in which the securities are eligible for sale to the public. (c) List the states, if any which have refused, by order or otherwise, to authorize sale of the securities to the public, or have revoked or suspended the right to sell the securities, or in which an application has been withdrawn.		

PART II.	APPLICANT SHALL FURNISH THE FOLLOWING EXHIBITS, WHERE APPLICABLE:
Exhibit 1.	Submit one of the following: (a) Letter of Notification pursuant to Regulation A and supporting documents. (b) Exhibit 1, Form OFR-S-7-91.
Exhibit 2.	Copy of Articles of Incorporation including amendments thereof, certified by a corporate officer, if issuer is a corporation; or of articles of association, or of partnership; or of the instrument under which a trust is created or declared, if issuer is a trust.
Exhibit 3.	By-Laws of Issuer certified by a corporate officer, as amended to date.
Exhibit 4.	Copies of contracts, indenture or other instruments affecting any securities to be offered or of a material nature to the issuer.
Exhibit 5.	Specimen copy or copies of the security or securities to be offered.
Exhibit 6.	Financial Statements: (a) All issuers submitting an application for registration of securities exempt from registration under the Securities Act of 1933 pursuant to Regulation A or B must submit financial statements that comply with Section 517.081(3), Florida Statutes, and Rule 69W-700.001(3), Florida Administrative Code. (b) All issuers submitting application pursuant to Section 517.081, must submit financial statements that comply with Section 517.081(3), Florida Statutes, and Rule 69W-700.001(3), Florida Administrative Code
Exhibit 7.	Copies of all underwriting agreements and other agreements between dealers and distributors.

- Exhibit 8. Issuer's Consent to Service of Process and Corporate Resolution, where applicable, to be executed upon the Office of Financial Regulation forms provided thereof or Form U-2 and U-2a.
- Exhibit 9. Opinions of Issuer's Counsel, as to:
- (a) Validity of this issue of securities.
 - (b) Title to real estate or oil or mining rights or titles in which issuer proposes to sell interests.
 - (c) Sufficiency of lease, or leases, when material to the issue.
 - (d) Validity of patent claim or claims, when material to the issue.
 - (e) Basis of, and probable extent of, any liability in the form of any judgement, claim or lien, existing or that may be created by suit or suits now pending against the issuer.
- Exhibit 10. Copy of any advertising or promotional material to be used in connection with the distribution of securities.
- Exhibit 11. Opinions of counsel, public accountants and other experts pursuant to Section 517.081(3)(k), F.S.
- (a) State the name and address of counsel who has given opinion on legality of this issue;
 - (b) List any other experts, such as public accountants, actuaries, etc., whose certificates, statements or review have been relied on in preparation or presentations of material used in the offering circular or any other incumbent document; and
 - (c) Set forth the statement of the public accountant in certification of the financial statements and notes.
- Exhibit 12. If an earnings computation or similar requirement is required to be met in this State, attach a separate sheet as an exhibit showing compliance.
- Exhibit 13. Three copies of the prospectus or offering circular.

The applicant hereby applies for registration of the above-named securities under Chapter 517, Florida Statutes, and in consideration thereof agrees that it will:

- (a) Advise the Office of Financial Regulation of any change in any of the information contained herein or any supporting documents submitted with or as a part of this application.
- (b) Advise the Office of Financial Regulation of any material adverse change in the financial condition or business operations of the issuer during the period of distribution of the securities sought to be registered herein.
- (c) Amend the prospectus or offering circular pursuant to Rule 69W-700.001(4), F.A.C.
- (d) Submit every advertisement used in connection with the sale of securities for authorization pursuant to Rule 69W-700.030, F.A.C.
- (f) File with the Office of Financial Regulation:
 - (i) All amendments to the letter of notification pursuant to Regulation A, Schedule D pursuant to Regulation B, or other appropriate registration statement or offering circular. Amended information or material within such exhibits shall be designated by underlining; and
 - (ii) The final prospectus, offering circular, or other appropriate registration statement or form, and any subsequent amendments or supplements thereto.
- (g) Notify the Office of Financial Regulation within two (2) business days (i) upon receipt of any stop order, denial, order to show cause, suspension or revocation order, injunction or restraining order, or similar order entered or issued by any other state or other regulatory authority or by any court, concerning the securities covered by this application or other securities of the issuer currently being offered to the public, and (ii) upon any request by the issuer or application to any other state or regulatory authority for permission to withdraw any application to register the securities covered by this application.
- (h) Furnish promptly all additional information and documents requested by the Office of Financial Regulation which are necessary to ascertain whether the securities shall be registered under Chapter 517, Florida Statutes.

Signed this _____ day of _____, _____

NAME OF NOTIFIER

By: _____
Signature and Official Capacity or
Person signing for Applicant

STATE OF _____)
) ss.
COUNTY OF _____)

_____, being duly sworn, deposes and says that he signed the foregoing notification as _____ (Official Capacity) of the above-named applicant having full authority to sign such application and has examined the exhibits required to be submitted with such application, which exhibits by reference and identification are made a part of such application; and that the information contained herein is true; that he has carefully examined all statements and answers in the within application and exhibits submitted therewith and made a part thereof, and that each of the statements, answers and representations made are true, and that no material fact in answer to the several questions has been omitted.

Subscribed and sworn to before me

this _____ day of _____, _____

NOTARY PUBLIC

My Commission expires: _____
_____ Corporation does not have a seal.

(Notarial Seal)