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Florida Department of State
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Account Name : CORPORATION SERVICE COMPANY /SAL
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TALLAHASSEE, FLORIDA
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FOREIGN PROFIT QUALIFICATION

12/15/09

SANDERLUX USA, INC.

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

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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. Sanderlux USA, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. Applied For
(State or country under the law of which it is incorporated) (FBI number, if applicable)

4. December 13, 2004 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. No Transactions Prior to Qualification
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 1375 Broadway, New York, NY 10018-7010
(Principal office address)

c/o Weinick Sanders Leventhal & Co., LLP, 1375 Broadway, New York, NY 10018-7010
(Current mailing address)

8. Any lawful purpose for which corporations may be organized in Florida
(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 NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(City) (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: [Signature]
(Registered agent's signature) Janet Budhu, Asst. Vice President

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 business addresses of officers and/or directors:

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A. DIRECTORS

Chairman: Giancarlo Innocenzi
Address: c/o Weinick Sanders Leventhal & Co., LLP, 1375 Broadway, New York, NY 10018-7010

Vice Chairman: _____
Address: _____

Director: _____
Address: _____

Director: _____
Address: _____

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TALLAHASSEE FLORIDA

B. OFFICERS

President: Giancarlo Innocenzi
Address: c/o Weinick Sanders Leventhal & Co., LLP, 1375 Broadway, New York, NY 10018-7010

Vice President: _____
Address: _____

Secretary: Ben J. Bogdanowicz
Address: Weinick Sanders Leventhal & Co., LLP, 1375 Broadway, New York, NY 10018-7010

Treasurer: Giancarlo Innocenzi
Address: c/o Weinick Sanders Leventhal & Co., LLP, 1375 Broadway, New York, NY 10018-7010

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. *Ben J. Bogdanowicz*
(Signature of Director or Officer listed in number 12 of the application)

14. Ben J. Bogdanowicz, Secretary
(Typed or printed name and capacity of person signing application)

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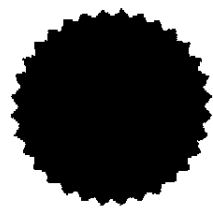
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SANDERLUX USA, INC." 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 FOURTEENTH DAY OF DECEMBER, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SANDERLUX USA, INC." WAS INCORPORATED ON THE THIRTEENTH DAY OF DECEMBER, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 3544893
DATE: 12-14-04

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