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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

(Business Entity Name)

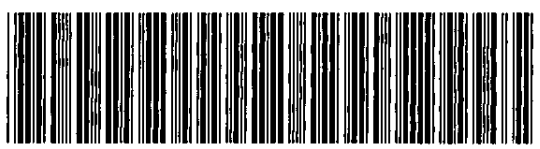
(Document Number)

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2008 DEC 23 AM 11:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

**COVER LETTER**

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** PHB CATALYST GROUP, 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:

CARLOS PESANT  
(Name of Person)

PHB CATALYST GROUP, INC.  
(Firm/Company)

440 NINTH AVE, FLOOR 18  
(Address)

NEW YORK, NY 10001  
(City/State and Zip code)

For further information concerning this matter, please call:

CARLOS PESANT at ( 212 ) 812-9370  
(Name of Person) (Area Code & Daytime Telephone Number)

**STREET/COURIER ADDRESS:**  
New Filing Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**  
New Filing 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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 11, 2008

CARLOS PESANT  
PHB CATALYST GROUP, INC.  
440 NINTH AVE, FLOOR 18  
NEW YORK, NY 10001

SUBJECT: PHB CATALYST GROUP, INC.  
Ref. Number: W08000053319

RECEIVED  
DEPARTMENT OF STATE  
08 DEC 23 PM 2:31

We have received your document for PHB CATALYST GROUP, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Unfortunately, the enclosed certified copy does not meet our filing requirements. We require a certificate of existence or certificate of good standing, which usually consists of a single sheet of paper, that clearly reflects the entity is a valid entity in its home state/country. You can obtain the certificate of existence or certificate of good standing from the same office that provided you with the certified copy.

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) 245-6934.

Loria Poole  
Regulatory Specialist II

Letter Number: 908A00058582

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. PHB CATALYST GROUP, 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. NEW YORK (State or country under the law of which it is incorporated) 3. 56-2341866 (FEI number, if applicable)

4. 2/2003 (Date of incorporation) 5. PERPETUAL (Duration: Year corp. will cease to exist or "perpetual")

6. 90 DAYS (Date first transacted business in Florida, if prior to registration) (SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 440 NINTH AVE, FLOOR 18, NEW YORK, NY 10001 (Principal office address)

SAME AS ABOVE (Current mailing address)

8. DEVELOPER'S OWNER'S REPRESENTATIVE / CONSULTANT (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: CARLOS J. PESANT

Office Address: 3115 NW 10th TERRACE, SUITE 105 Ft. LAUDERDALE, Florida 33309 (City) (Zip code)

FILED 2008 DEC 23 AM 11:08 SECRETARY OF STATE TALLAHASSEE, FLORIDA

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.

Carlos Pesant

(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 business addresses of officers and/or directors:

**A. DIRECTORS**

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS**

Co-President: CARLOS J. PESANT

Address: 440 NINTH AVE, FLOOR 18

NEW YORK, NY 10001

Co Vice President: MARIN HARARI

Address: 440 NINTH AVE, FLOOR 18

NEW YORK, NY 10001

Secretary: PETER BRENNAN


Address: 644 NORTH BROADWAY, WHITE PLAINS NY 10603

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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

13. \_\_\_\_\_

  
(Signature of Director or Officer listed in number 12 of the application)

14. \_\_\_\_\_

CARLOS J. PESANT  
(Typed or printed name and capacity of person signing application)

**State of New York**  
**Department of State** } ss:

I hereby certify, that a diligent examination has been made of the Corporate index for documents filed with this Department by PHB CATALYST GROUP, INC. and that upon such examination the following has been filed with this office:

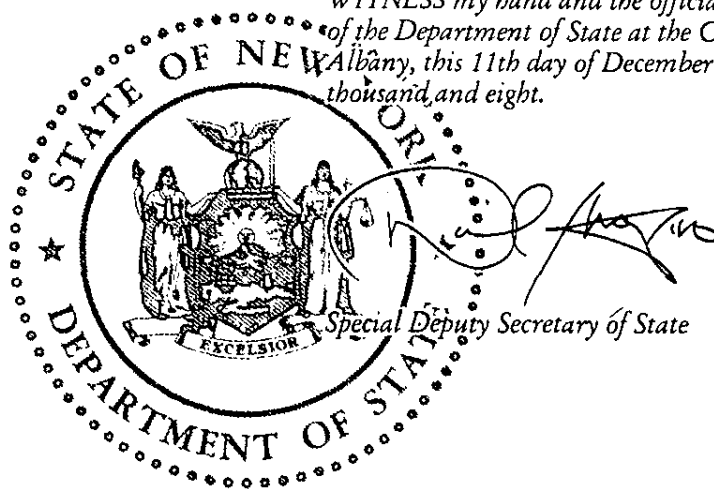
A Certificate of Incorporation of PHB CATALYST GROUP, INC. was filed on 02/20/2003.

The Biennial Statement is past due.

I further certify, that no other documents have been filed by such Corporation.

\*\*\*

*WITNESS my hand and the official seal  
of the Department of State at the City of  
Albany, this 11th day of December two  
thousand, and eight.*



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