

F16000001318

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:  
  
6540  
1100.00  
2012 W16-16440

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TALLAHASSEE, FLORIDA  
16 FEB 29 PM 3:44

03/22/16--01002--001 \*\*1100.00  
02/29/16--01034--026 \*\*70.00

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2016 FEB 29 AM 9:56  
TALLAHASSEE, FLORIDA

MAR 21 2016  
S. YOUNG



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

March 4, 2016

FRANKLIN GRAVES  
1810 COLUMBIA AVENUE STE 28  
FRANKLIN, TN 37064

SUBJECT: NAXOS RIGHTS US INC.  
Ref. Number: W16000016440

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
16 FEB 29 PM 3:44

We have received your document for NAXOS RIGHTS US 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):

According to the application submitted to this office, this entity transacted business in the state of Florida before properly registering with the Florida Department of State, Division of Corporations. Consequently, a \$500 civil penalty and an annual report filing fee for each year the entity failed to properly file a Florida annual report are due this office. Based on the date entered on the application, the civil penalty and annual report filing fees total \$1100.00.

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) 245-6051.

Shelia H Young  
Regulatory Specialist II

Letter Number: 216A00004576

SECRETARY  
2016 MAR 21 PM 3:23  
TALLAHASSEE, FLORIDA

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Naxos Rights US, 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," or "Certificate of Good Standing" 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:  
Franklin Graves, General Counsel

_____ Name of Person
Naxos Rights US, Inc.
_____ Firm/Company
1810 Columbia Ave., Suite 28
_____ Address
Franklin, TN 37064
_____ City/State and Zip code
fgraves@naxosusa.com
_____ E-mail address: (to be used for future annual report notification)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Franklin Graves	615	465-3773
_____ Name of Person	at (_____) Area Code	_____ Daytime Telephone Number

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

**MAILING ADDRESS:**  
Registration 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

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. Naxos Rights US, Inc.

1. \_\_\_\_\_  
(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. Nevada \_\_\_\_\_ 3. 46-1273186  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 9/25/2012 5. \_\_\_\_\_  
(Date of incorporation) (Date of duration, if other than perpetual)

6. 10/1/2012  
(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 631 N Stephanie St., Suite 548, Henderson, NV 89014  
(Principal office address)

1810 Columbia Ave., Suite 28, Franklin, TN 37064  
(Current mailing address, if different)

8. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

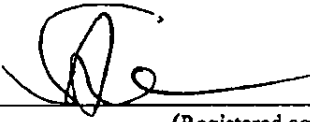
Name: Mr. Stephen D. Milbrath, Esq.

Office Address: 255 South Orange Avenue, Suite 1401

Orlando \_\_\_\_\_, Florida 32801  
(City) (Zip code)

9. 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.

  
\_\_\_\_\_  
(Registered agent's signature)

10. 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.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
16 FEB 29 PM 3:44

11. Names and business addresses of officers and/or directors:

**A. DIRECTORS**

Chairman: Klaus Heymann  
Address: Level 11, Cyberport 1  
100 Cyberport Road, Hong Kong

Vice Chairman: Henryk Nishizaki Heymann  
Address: Level 11, Cyberport 1  
100 Cyberport Road, Hong Kong

Director: Jeff Van Driel  
Address: 1810 Columbia Ave., Suite 28  
Franklin, TN 37064

Director: Jonathan Eby  
Address: 1810 Columbia Ave., Suite 28  
Franklin, TN 37064

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**B. OFFICERS**

President: Jeff Van Driel  
Address: 1810 Columbia Ave., Suite 28  
Franklin, TN 37064

Vice President: \_\_\_\_\_  
Address: \_\_\_\_\_

Secretary: Jonathan Eby  
Address: 1810 Columbia Ave., Suite 28, Franklin, TN 37064

Treasurer: Jonathan Eby  
Address: 1810 Columbia Ave., Suite 28, Franklin, TN 37064

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

12. \_\_\_\_\_  
Signature of Director or Officer

The officer or director signing this document (and who is listed in number 11 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

13. Jeff Van Driel, President  
(Typed or printed name and capacity of person signing application)

STATE OF NEVADA

BARBARA K. CEGAVSKE  
Secretary of State



JEFFERY LANDERFELT  
Deputy Secretary  
for Commercial Recordings

OFFICE OF THE  
SECRETARY OF STATE

Certified Copy

February 25, 2016

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
16 FEB 29 PM 3:45

**Job Number:** C20160225-1136  
**Reference Number:** .00010224110-91  
**Expedite:**  
**Through Date:**

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State's Office, Commercial Recordings Division listed on the attached report.

Document Number(s)	Description	Number of Pages
20120654915-85	Articles of Incorporation	2 Pages/1 Copies



Respectfully,

BARBARA K. CEGAVSKE  
Secretary of State

Certified By: Raphael Alves  
Certificate Number: C20160225-1136  
You may verify this certificate  
online at <http://www.nvsos.gov/>

Commercial Recording Division  
202 N. Carson Street  
Carson City, Nevada 89701-4201  
Telephone (775) 684-5708  
Fax (775) 684-7138



**ROSS MILLER**  
 Secretary of State  
 204 North Carson Street, Suite 4  
 Carson City, Nevada 89701-4520  
 (775) 684-5708  
 Website: www.nvsos.gov



\*040101\*

**Articles of Incorporation**  
 (PURSUANT TO NRS CHAPTER 78)

Filed in the office of  Ross Miller Secretary of State State of Nevada	Document Number <b>20120654915-85</b>
	Filing Date and Time <b>09/25/2012 9:12 AM</b>
	Entity Number <b>E0500002012-3</b>

(This document was filed electronically.)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

<b>1. Name of Corporation:</b>	NAXOS RIGHTS US INC.		
<b>2. Registered Agent for Service of Process:</b> (check only one box)	<input checked="" type="checkbox"/> Commercial Registered Agent: <b>RESIDENT AGENTS OF AMERICA</b> Name		
	<input type="checkbox"/> Noncommercial Registered Agent (name and address below) <b>OR</b> <input type="checkbox"/> Office or Position with Entity (name and address below)		
	Name of Noncommercial Registered Agent <b>OR</b> Name of Title of Office or Other Position with Entity		
	Street Address	City	Zip Code
Mailing Address (if different from street address)	City	Zip Code	
<b>3. Authorized Stock:</b> (number of shares corporation is authorized to issue)	Number of shares with par value:	Par value per share: \$	Number of shares without par value: <b>75000</b>
<b>4. Names and Addresses of the Board of Directors/Trustees:</b> (each Director/Trustee must be a natural person at least 18 years of age; attach additional page if more than two directors/trustees)	1) <b>RESIDENT AGENTS OF AMERICA-SEE ATTACHED</b> Name		
	631 N STEPHANIE ST SUITE Street Address	HENDERSON City	NV 89014 State Zip Code
2)	Name		
Street Address	City	State	Zip Code
<b>5. Purpose:</b> (optional; see instructions)	<i>The purpose of the corporation shall be:</i>		
<b>6. Name, Address and Signature of Incorporator:</b> (attach additional page if more than one incorporator)	<b>RESIDENT AGE-SEE ATTACHED</b> <b>X</b> <b>RESIDENT AGENTS OF AMERICA</b> Name	Incorporator Signature	
	631 N STEPHANIE ST SUITE Address	HENDERSON City	NV 89014 State Zip Code
<b>7. Certificate of Acceptance of Appointment of Registered Agent:</b>	<i>I hereby accept appointment as Registered Agent for the above named Entity.</i>		
	<b>X</b> <b>RESIDENT AGENTS OF AMERICA</b> Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity	Date	

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# Articles of Incorporation

(PURSUANT TO NRS CHAPTER 78)

**CONTINUED**

*Includes data that is too long to fit in the fields on the NRS 78 Form and all additional director/trustees and incorporators*

**ENTITY NAME:** NAXOS RIGHTS US INC.

**FOREIGN NAME TRANSLATION:** Not Applicable

**PURPOSE:** Not Applicable

**REGISTERED AGENT NAME:** RESIDENT AGENTS OF AMERICA  
**STREET ADDRESS:** Not Applicable  
**MAILING ADDRESS:** Not Applicable

ADDITIONAL	Directors/Trustees
Name: RESIDENT AGENTS OF AMERICA	
Address: 631 N STEPHANIE ST SUITE 548	
City: HENDERSON	
State: NV	
Zip Code: 89014	

ADDITIONAL	Incorporators
Name: RESIDENT AGENTS OF AMERICA	
Address: 631 N STEPHANIE ST SUITE 548	
City: HENDERSON	
State: NV	
Zip Code: 89014	

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