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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

(Business Entity Name)

(Document Number)

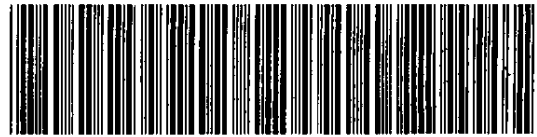
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W10000019442



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DIVISION OF CORPORATION  
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gf 4/29/10

COVER LETTER

TO: New Filing Section  
Division of Corporations

SUBJECT: Medester USA Holding, 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:

Andrew R. Friedman  
Name of Person  
Friedman, Rosenzweig & Goldbaum P.A.  
Firm/Company  
175 E. Main St. Suite 200  
Address  
Lexington, KY 40507  
City/State and Zip code  
afriedman@frglaw.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Andrew R. Friedman at (859) 255-1944  
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

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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

April 21, 2010

ANDREW R. FRIEDMAN  
175 E. MAIN STREET  
SUITE 200  
LEXINGTON, KY 40507

SUBJECT: MEDESTEA USA HOLDING, INC.  
Ref. Number: W10000019442

We have received your document for MEDESTEA USA HOLDING, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

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

Please return the corrected original and one copy of 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) 245-6973.

Claretha Golden  
Regulatory Specialist II  
New Filing Section

Letter Number: 310A00009883

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DIVISION OF CORPORATIONS  
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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. Medestes USA Holding, 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. 27-0826259  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 7/29/09 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 8794 Boynton Beach Blvd. Suite 214 Boynton Beach, FL 33473  
(Principal office address)

same  
(Current mailing address)

8. Any lawful activity  
(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: Eddie Catalfamo

Office Address: 8794 Boynton Beach Blvd., Suite 214  
Boynton Beach, Florida 33473  
(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.

[Signature]  
(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.

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

**A. DIRECTORS**

Chairman: EDMONDO CATALFAMO

Address: 8794 BOYNTON BEACH BLVD., SUITE # 214  
BOYNTON BEACH, FL 33472

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

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

Director: GIANFRANCO MERIZZI

Address: 8794 BOYNTON BEACH BLVD., SUITE # 214  
BOYNTON BEACH, FL 33472

Director: MICHELE MENABALLI

Address: 8794 BOYNTON BEACH BLVD., SUITE # 214  
BOYNTON BEACH, FL 33472

**B. OFFICERS**

President: EDMONDO CATALFAMO

Address: 8794 BOYNTON BEACH BLVD., SUITE # 214  
BOYNTON BEACH, FL 33472

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

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

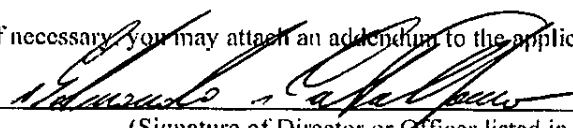
Secretary: EDMONDO CATALFAMO

Address: 8794 BOYNTON BEACH BLVD., SUITE # 214

Treasurer: EDMONDO CATALFAMO

Address: 8794 BOYNTON BEACH BLVD., SUITE # 214

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. EDMONDO CATALFAMO, PRESIDENT/CEO  
(Typed or printed name and capacity of person signing application)

# Delaware

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*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MEDESTEA USA HOLDING, 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 NINTH DAY OF APRIL, A.D. 2010.

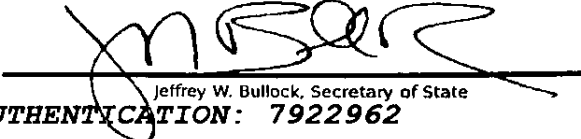
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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7922962

DATE: 04-09-10