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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 617-6381

From: Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1515

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

**FOREIGN PROFIT/NONPROFIT CORPORATION
SIMPLY BETTER MANAGEMENT, INC.**

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
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DIVISION OF CORPORATIONS

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TALLAHASSEE, FLORIDA

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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. Simply Better Management, Inc.

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

Simply Better Management (GP), Inc.

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

2. Delaware

(State or country under the law of which it is incorporated)

3. 45-1620638

(FBI number, if applicable)

4. March 9, 2011

(Date of incorporation)

5. perpetual

(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. 60 Columbus Circle, New York, NY 10023

(Principal office address)

SAME

(Current mailing address)

8. real estate investment, leasing and management

(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

(City)

Florida 32301

(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.

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

A. DIRECTORS

Chairman: SEE ATTACHMENT

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHMENT

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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

The officer or director signing this document (and who is listed in number 12 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.

14. Lawrence Lipton, CEO

(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

ATTACHMENT
TO
APPLICATION FOR AUTHORITY TO TRANSACT BUSINESS
FOR
SIMPLY BETTER MANAGEMENT, INC.

8. Additional Officers of Simply Better Management, Inc.:

| | | |
|--------------------|---|-----------------------------------|
| Jeffrey Brodsky | - | President |
| Michael J. Brenner | - | Executive Vice President |
| Tim Gamache | - | Executive Vice President |
| Daria Salusbury | - | Senior Vice President |
| Sherry Scurfield | - | Senior Vice President |
| Tami Veikos | - | Senior Vice President |
| Hector Pinero | - | Senior Vice President |
| Leandro Zucchi | - | Senior Vice President |
| Lawrence Lipton | - | Chief Financial Officer |
| Stephen M. Ross | - | Vice President/Treasurer/Director |
| Bruce A. Beal, Jr. | - | Vice President |
| Jeff T. Blau | - | Vice President |
| Bill Brake | - | Vice President |
| Nick Lanzillotto | - | Vice President |
| Israel Mata | - | Vice President |
| Shaun Smith | - | Chief Information Officer |
| Pamela McCarthy | - | Vice President |
| Richard Dewald | - | Vice President |
| Ailsa Cherco | - | Vice President |
| Susan J. McGuire | - | Secretary |

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*The address of each officer listed above is: 60 Columbus Circle, New York, NY 10023.

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SIMPLY BETTER MANAGEMENT, 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 TWENTY-SIXTH DAY OF APRIL, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SIMPLY BETTER MANAGEMENT, INC." WAS INCORPORATED ON THE NINTH DAY OF MARCH, A.D. 2011.

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


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at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8718409

DATE: 04-26-11