

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

15 MAY -7 AM 11:05

ACCOUNT NO. : I20000000195
REFERENCE : 620324 4321040
AUTHORIZATION : *Lydia Cohen*
COST LIMIT : \$720.00

ORDER DATE : May 7, 2015
ORDER TIME : 12:45 PM
ORDER NO. : 620324-005
CUSTOMER NO: 4321040

FOREIGN FILINGS

NAME: MAHLER-BESSE, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lydia Cohen -- EXT# 62974

EXAMINER: _____

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Mähler-Besse, 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:

Philippe C.M. Manteau

Name of Person

Schiff Hardin LLP

Firm/Company

666 Fifth Avenue, Floor 17

Address

New York, NY 10103

City/State and Zip code

pmanteau@schiffhardin.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Rebecca Floren

Name of Person

at (312) 258-4656

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

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. Mähler-Besse, 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. 47-1096234
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. May 21, 2014 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. October 1, 2014
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 5972 NE Fourth Ave., Miami, FL 33137
(Principal office address)

185 Alewife Brook Parkway, Suite 410, Cambridge, MA 02138
(Current mailing address)

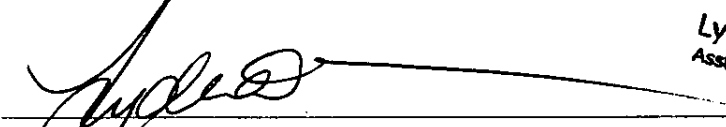
8. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(City) (Zip code)

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) **Lydia Cohen**
Asst. Vice President

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Philippe Develay

Address: 49, rue Camille Godard

33000 Bordeaux, France

Director: _____

Address: _____

B. OFFICERS

President: See Exhibit A attached hereto.

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.

12.  _____
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.

13. Philippe C.M. Manteau, Secretary

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

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**EXHIBIT A
TO APPLICATION BY
MÄHLER-BESSE, INC. FOR
AUTHORIZATION TO TRANSACT BUSINESS
IN FLORIDA**

TITLE	NAME	ADDRESS
President and CEO	Philippe Develay	49, rue Camille Godard, 33000 Bordeaux, France
Treasurer and CFO	Laurent Carrau	49, rue Camille Godard, 33000 Bordeaux, France
Secretary	Philippe C.M. Manteau	666 Fifth Avenue, Floor 17, New York, NY 10103
Assistant Secretary	Alexandra Suhas	185 Alewife Brook Pkwy, #410, Cambridge, MA 02138

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Delaware

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MAHLER-BESSE, 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 SEVENTH DAY OF MAY, A.D. 2015.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MAHLER-BESSE, INC." WAS INCORPORATED ON THE TWENTY-FIRST DAY OF MAY, A.D. 2014.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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A handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line.

Jeffrey W. Bullock, Secretary of State

AUTHENTICATION: 2356148

DATE: 05-07-15

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