

F/5000002705

(Requestor's Name)

(Address)

(Address)

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TALLAHASSEE, FLORIDA

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DEPARTMENT OF CORPORATIONS

JUN 23 2015

J. CAMPBELL

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

ACCOUNT NO. : I20000000195

REFERENCE : 677998 7165233

AUTHORIZATION :

COST LIMIT : \$ 720.00

ORDER DATE : June 22, 2015

ORDER TIME : 2:54 PM

ORDER NO. : 677998-005

CUSTOMER NO: 7165233

FOREIGN FILINGS

NAME: SGG USA, 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: Courtney Williams -- EXT# 62935

EXAMINER: _____

**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. SGG USA 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

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

3. 99-0368146

(FEI number, if applicable)

4. 07/28/2011

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. 07/01/2014

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

7. 1221 Avenue of the Americas, 42nd Floor, Suite 4200, New York, New York 10020

(Principal office address)

1221 Avenue of the Americas, 42nd Floor, Suite 4200, New York, New York 10020

(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)

Courtney Williams
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: Christiaan Van Houtven

Address: 412 F route d'Esch, Luxembourg, L-2086, Luxembourg

Vice Chairman: n/a

Address: _____

Director: Adrie Beerepoot

Address: Claude Debussylaan 24, Amsterdam, 1082 MD, Netherlands

Director: _____

Address: _____

B. OFFICERS

President: Christiaan Van Houtven

Address: 412 F route d'Esch, Luxembourg, L-2086, Luxembourg

Vice President: n/a

Address: _____

Secretary: Brian DiBenedetto

Address: c/o Gibbons P.C., One Penn Plaza, New York, New York 10119, USA

Treasurer: Adrie Beerepoot

Address: Claude Debussylaan 24, Amsterdam, 1082 MD, Netherlands

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. Christiaan Van Houtven, President

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

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TALLAHASSEE, FLORIDA

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SGG USA 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-SECOND DAY OF JUNE, A.D. 2015.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SGG USA INC." WAS INCORPORATED ON THE TWENTY-EIGHTH DAY OF JULY, A.D. 2011.

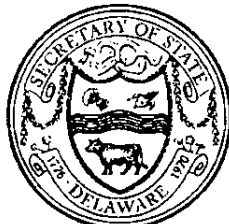
AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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

5017748 8300

150953534

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2488298

DATE: 06-22-15