

FO2000003539

TO: Registration Section
Division of Corporations

SUBJECT: DISTELL (USA) 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", 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:

MR. GARY GREENFIELD

(Name of Person)

DISTELL (USA) INC.

(Firm/Company)

3 GANNET DRIVE, SUITE 110.

(Address)

WHITE PLAINS, NEW YORK 10604

(City/State and Zip code)

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For further information concerning this matter, please call:

SPENCER BARBACK

(Name of Person)

at 914-428-1800

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

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. DISTELL (USA) INC
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. NEW YORK
(State or country under the law of which it is incorporated)
3. 15-2988062
(FEI number, if applicable)
4. 12/7/01
(Date of incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. MAY 1, 2002
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 3 GANNET DRIVE, SUITE 110, WHITE PLAINS, N.Y. 10604
(Principal office address)
- SAME AS ABOVE
(Current mailing address)
8. MARKETING & PROMOTION
(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 or Mail Drop Box NOT acceptable)
- Name: CORPORATION SERVICE COMPANY
- Office Address: 1201 HAYS STREET
TALLAHASSEE, Florida 32301
(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.

Camela Simpson, Authorized Representative
Camela Simpson, Authorized Representative
(Registered agent's signature) CORPORATION SERVICE COMPANY

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.

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

A. DIRECTORS

Director Chairman: SIMON DEWHURST
Address: 3 GANNET DRIVE, SUITE 110, WHITE PLAINS, NY 10604

Vice Chairman: _____

Address: _____

Director: DON GALLOW

Address: P.O. Box 184
STELLENBOSCH, SOUTH AFRICA 7599

Director: C.J. CRONJE

Address: P.O. Box 184
STELLENBOSCH, SOUTH AFRICA 7599

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CLERK OF STATE
TALLAHASSEE, FLORIDA

B. OFFICERS

President: SIMON DEWHURST

Address: 3 GANNET DRIVE, SUITE 110, WHITE PLAINS, NY 10604

Vice President: _____

Address: _____

Secretary: GARY GREENFIELD

Address: 3 GANNET DRIVE, SUITE 110, WHITE PLAINS, NY 10604

Treasurer: _____

Address: _____

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

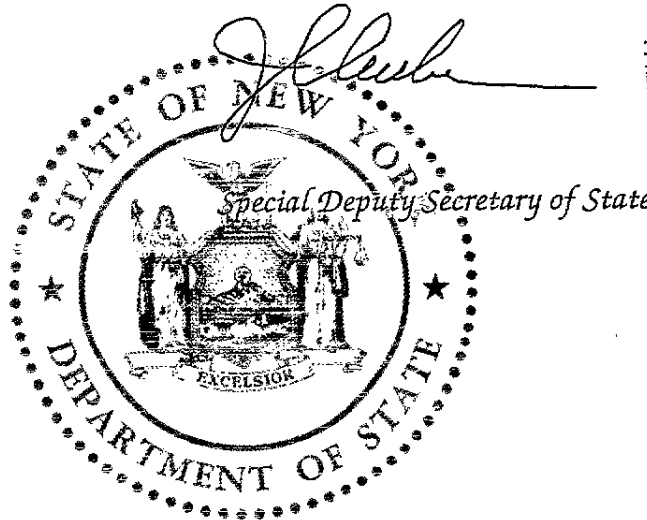
X13. [Signature]
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

X14. Company Secretary Gary Greenfield
(Typed or printed name and capacity of person signing application)

**State of New York } ss:
Department of State**

I hereby certify, that the Certificate of Incorporation of DISTELL (USA) INC. was filed on 12/07/2001, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 07th day of June
two thousand and two.*



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA