F03000003766

03 JUL 30 AM

OF STATE
TALLAHASSEE, FLORIDA

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

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W03-18840

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FILED
03 JUL 30 AM 10:00
TALLAHASSEE, FLORIDA

FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

July 2, 2003

BRIAN SHAFT
METALOGIC SARL
113 RUE DE LUXEMBOURG
ROLLINGEN 7540,

SUBJECT: METALOGIC SARL
Ref. Number: W03000018840

We have received your document for METALOGIC SARL. However, the document has not been filed and is being returned for the following:

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return 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) 245-6094.

Agnes Lunt
Document Specialist

Letter Number: 403A00039739

FILED
03 JUL 30 AM 10: 00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: METALOGIC SARL
(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:

BRIAN SHAFT
(Name of Person)

METALOGIC SARL
(Firm/Company)

113 RUE DE LUXEMBOURG
(Address)

ROLLINGEN 7540
(City/State and Zip code)

For further information concerning this matter, please call:

BRIAN SHAFT at (00352) 32 68 50
(Name of Person) (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

METALOGIC
s.à r.l.

113, rue de Luxembourg
L-7540 ROLLINGEN
Tél.: 32 68 46
Fax: 32 68 48

Matr. TVA 1978 2401 168
No d'id. TVA LU 11863284
BGL 30-153746-35
R.C.Luxbg B 15890

FILED
03 JUL 30 AM 10: 00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Friday, 18 July 2003

Subject: Metalogic SARL

Your ref: W03000018840

Letter ref: 403A00039739

Dear Ms. Lunt,

Please find enclosed the original certificate and its translation.

Regards,

Brian Shaft

Brian Shaft

Luxembourg Company and Commercial Registry

FILED
03 JUL 30 AM 10: 00
...ARTMENT OF STATE
TALLAHASSEE, FLORIDA

EXTRACT

METALOGIC S. à r.l.

REGISTRATION NUMBER: B 15890
DATE OF REGISTRATION: 05/06/1978 (June 5, 1978)

COMPANY NAME (S):
METALOGIC S. à r.l.

LEGAL STATUS: LIMITED COMPANY

HEAD OFFICE:
113 rue de Luxembourg
L-7540 Rollingen/Mersch
Luxembourg

COMPANY OBJECTIVES : The company exists for the purpose of producing, distributing and the selling of computer services, as well as hardware, software and other related products. The company also exists for the verification and correction of all accounting documents as well as providing expertise in company accounting organization as well as analysis of the given accounting practices of the situation and of the functioning of the said companies as regards their credit, their earnings and risks. The company also provides accounting and administrative organization services to companies as well as consulting services in terms of accounting organization, data processing and administration. Consulting is also provided in organization activities and third-party accounting, systems analysis, national and international tax consulting. The company also deals with all subjects concerning industry, commercial or financial operations as well as all real estate as well as all other operations necessary or simply useful in the fulfilling of its social obligations or which may facilitate its expansion or development.

SHARE HOLDER CAPITAL:
Amount: 12,394.68 EUR

OUTSTANDING OBLIGATIONS OR LIENS: None

Date of Foundation: 04/08/1978 (August 4, 1978)

DURATION: Unlimited

PARTNERS:
Name: SHAFT, Brian Arthur
Private or Business address:
30 Val Saint André, Luxembourg
Shareholder percentage : 92

Name : NICOL, Robert
Private or Business address :
3, Elm Grove, GB – Larbert
Shareholder percentage: 4

Name: HURLEY, John
Private or Business address:
32 Mill Road, USA – Westhampton Beach
Shareholder percentage: 4

ADMINISTRATOR(S)/DIRECTOR(S):
Responsible signatory: Mr Brian Arthur SHAFT may, in all circumstances, commit the company.

Name: SHAFT, Brian Arthur
Title: Director
Private or Business address:
30 Val Saint André, Luxembourg

Luxembourg 06/06/2003 (June 6, 2003)

The manager of commerce and company registry
Vanessa KEMPA

Translated by: Maria Jose de Freitas Lopes de Sena
31 rue de Medernach
L- 7619 Larochette
Luxembourg
Tel: +352 26870127

I, Maria José de Sena, hereby swear on pain of perjury that the above document is a true and accurate translation of the enclosed Registration Document from the Luxembourg Commercial Registry.

Larochette, 18 July 2003

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

03 JUL 30 AM 10: 00

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:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. METALOGIC SARL
(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. LUXEMBOURG
(State or country under the law of which it is incorporated)

3. ______
(FEI number, if applicable)

4. 3 May 1978
(Date of incorporation)

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

6. UPON QUALIFICATION
(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. 113 RUE DE LUXEMBOURG L-7540 ROLLINGEN LUXEMBOURG
(Principal office address)

113 RUE DE LUXEMBOURG L-7540 ROLLINGEN LUXEMBOURG
(Current mailing address)

8. PROGRAMMING & SOFTWARE SALES
(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: SERENA CARROLL

Office Address: 1975 EAST SUNRISE BOULEVARD, SUITE ~~7~~770

FORT LAUDERDALE, Florida 33304
(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.

Serena Carroll, P.A.
(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.

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

A. DIRECTORS

Chairman: BRIAN SHAFT

Address: 31 RUE DE FISCHBACH

L-7619 ~~FISCH~~ LAROCHETTE

Vice Chairman: ______

Address: ______

______

Director: ______

Address: ______

______

Director: ______

Address: ______

______

B. OFFICERS

President: ______

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 Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. BRIAN SHAFT

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

Registre de Commerce
et des Sociétés
Luxembourg

R C S

FILED
03 JUL 30 AM 10: 00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXTRAIT

METALOGIC S.àr.l.

Numéro d'immatriculation : B 15890
Date d'immatriculation/d'inscription : 05/06/1978

Dénomination(s) ou raison(s) sociale(s) :
METALOGIC S.àr.l.

Forme juridique : Société à responsabilité limitée

Siège social :
113, rue de Luxembourg
L - 7540 Rollingen / Mersch

Indication de l'objet social : La société a pour objet la production, la distribution et la vente de services pour ordinateurs (computers), de hardware, de software et produits alliés. La société a encore pour objet la vérification et le redressement de tous documents comptables, l'expertise dans le domaine de l'organisation comptable des entreprises ainsi que l'analyse par les procédés de la technique comptable de la situation et du fonctionnement des entreprises au point de vue de leur crédit, de leur rendement et de leurs risques, l'organisation de services comptables et administratifs des entreprises et les activités de conseil en matière d'organisation comptable, informatique et administrative des entreprises, les activités d'organisation et de tenue de la comptabilité de tiers, les activités d'analyse informatiques, les activités de conseil en matière de fiscalité nationale et internationale. La société a encore pour objet toutes opérations industrielles, commerciales ou financières ainsi que toutes opérations mobilières ou immobilières et toutes autres opérations qui sont nécessaires ou simplement utiles à la réalisation de l'objet social ou qui peuvent en faciliter l'extension ou le développement.

Capital social / fonds social :

Montant : 12.394,68 EUR

Etat de libération: Entièrement libéré

Date de constitution : 04/08/1978

Durée :
Illimitée

Associé(s) :
Nom : SHAFT Prénom(s) : Brian Arthur
Adresse privée ou professionnelle de la personne physique :
30, Val Saint André, Luxembourg
Parts détenues : 92

Nom : NICOL Prénom(s) : Robert
Adresse privée ou professionnelle de la personne physique :
3, Elm Grove, GB - Larbert
Parts détenues : 4

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03 JUL 30 AM 10: 00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Nom : HURLEY Prénom(s) : John
Adresse privée ou professionnelle de la personne physique :
32, Mill Road, USA - Westhampton Beach
Parts détenues : 4

Administrateur(s)/gérant(s) :

Régime de signature statutaire : Monsieur Brian Arthur SHAFT peut, en toutes circonstances, engager valablement la société.

Nom : SHAFT Prénom(s) : Brian Arthur
Fonction : Gérant
Adresse privée ou professionnelle de la personne physique :
30, Val Saint André, Luxembourg

(*) Extrait de l'inscription : Pour le détail prière de se reporter au dossier.

Pour extrait conforme

Luxembourg, le 06/06/2003

Le gestionnaire du registre de commerce et des sociétés

R C S
**Registre de Commerce
et des Sociétés**
Luxembourg

VK Vanessa KEMPA

RC001