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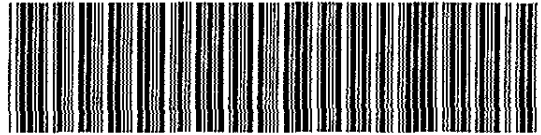
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W03-36952



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01/22/04--01016--002 **2300.00

12/01/03--01099--028 **70.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Cypress Holdings II, 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:

Glenn Lawson

(Name of Person)

Cypress Holdings, Inc.

(Firm/Company)

13901 Sutton Park Drive South, Ste 310

(Address)

Jacksonville, FL 32224

(City/State and Zip code)

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For further information concerning this matter, please call:

Glenn Lawson

(Name of Person)

at (904) 992-4492

(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



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

December 6, 2003

GLENN LAWSON
13901 SUTTON PARK DRIVE SOUTH STE. 310
JACKSONVILLE, FL 32224

SUBJECT: CYPRESS HOLDINGS II, INC.
Ref. Number: W03000036952

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TALLAHASSEE, FLORIDA

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We have received your document for CYPRESS HOLDINGS II, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$2300.00.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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) 245-6097.

Marsha Thomas
Document Specialist

Letter Number: 503A00065745

**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. Cypress Holdings II, 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. 59-3546481

(FEI number, if applicable)

4. 11/12/98

(Date of incorporation)

5. Perpetual

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

6. 1/1/01

(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. 13901 Sutton Park Drive South, Ste 310, Jacksonville, FL 32224

(Principal office address)

13901 Sutton Park Drive South, Ste 310, Jacksonville, FL 32224

(Current mailing address)

8. holding company

(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: **Gary R. Harger**

Office Address: **13901 Sutton Park Drive South, Ste 310**

Jacksonville

(City)

, Florida **32224**

(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.


(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:

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TALLAHASSEE, FLORIDA

A. DIRECTORS

Chairman: Alan H. Fishman

Address: Independence Community Bank Corp.

195 Montague Street, 14th Floor, Brooklyn, NY 11201

Vice Chairman: _____

Address: _____

Director: Eric J. Rosen

Address: Onex Investment Corp

712 Fifth Avenue, 40th Floor, New York, New York 10019

Director: John G. Troiano

Address: Onex Investment Corp

712 Fifth Avenue, 40th Floor, New York, New York 10019

B. OFFICERS

President: _____

Address: _____

Vice President: Gary R. Harger

Address: 13901 Sutton Park Drive South, Ste 310

Jacksonville, FL 32224

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. _____

(Signature of Director or Officer listed in number 12 of the application)

14. Gary R. Harger, Vice President

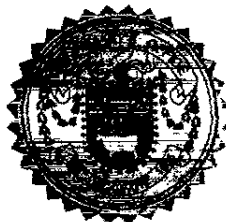
(Typed or printed name and capacity of person signing application)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CYPRESS HOLDINGS II 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 FIRST DAY OF NOVEMBER, A.D. 2003.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2962918 8300

AUTHENTICATION: 2724496

0000000000

DATE: 11-01-03