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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Ellesse 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:

Erin Gonzalez (Assistant to President)
(Name of Person)
Ellesse USA, Inc.
(Firm/Company)
3931 RCA Blvd. Suite # 3106
(Address)
Palm Beach Gardens, FL 33410
(City/State and Zip code)

For further information concerning this matter, please call:

Erin Gonzalez at (561) 491-9000
(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

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**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. Ellesse 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 3. 13-4059929
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. May 13, 1999 Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Jan. 23, 2004
(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. 3931 RCA Blvd. Suite 3106, Palm Beach Gardens, FL
(Principal office address) 33410
3931 RCA ↑ SAME AS ABOVE
(Current mailing address)

8. Administrative Office
(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: Maria Stefan

Office Address: 3931 RCA Blvd. Ste #3106
Palm Beach Gardens, Florida 33410
(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.

Maria Stefan
(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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A. DIRECTORS

Chairman: Stephen Rubin - Pentland Group

Address: The Pentland Centre | Squires Lane
London N3 2QL England

~~Vice Chairman~~ President Andrew Leslie - Ellesse International

Address: The Pentland Centre | Squire Lane
London N3 2QL England

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Maria Stefan

Address: 3931 RCA Blvd, St 3106
Palm Beach Gardens, Fla. 33410

Vice President: _____

Address: _____

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

14. MARIA STEFAN, President, Ellesse USA
(Typed or printed name and capacity of person signing application)

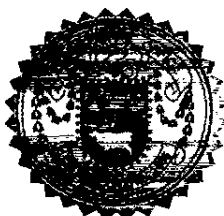
Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ELLESSE 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-FIRST DAY OF JANUARY, A.D. 2004.

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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