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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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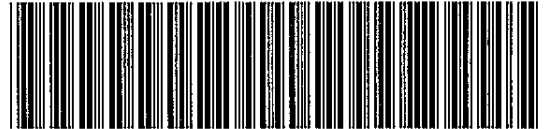
(Business Entity Name)

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN AUG 26 2004

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Omega Performance Corporation
(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:

Valerie Axelrod
(Name of Person)
IIR US Holdings, Inc.
(Firm/Company)
708 Third Avenue, 4th Floor
(Address)
New York, NY 10017
(City/State and Zip code)

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For further information concerning this matter, please call:

Valerie Axelrod at (212) 661-3500 ext. 3053
(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

**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. Omega Performance Corporation

(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. California

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

3. _____

(FEI number, if applicable)

4. December 27, 1976

(Date of incorporation)

5. Perpetual

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

6. July 1, 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. 8701 Red Oak Boulevard, Suite 450, Charlotte, North Carolina, 28217

(Principal office address)

101 Arthur Anderson Parkway, Sarasota, FL, 34232

(Current mailing address)

8. business and sales training, education and consulting

(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

(City)

, Florida 32301

(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.

Corporation Service Company

Maurice Cull

(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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CORPORATIONS

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: See attached officers/directors rider

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. Valerie Axelrod

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

14. Valerie Axelrod, Assistant Secretary

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

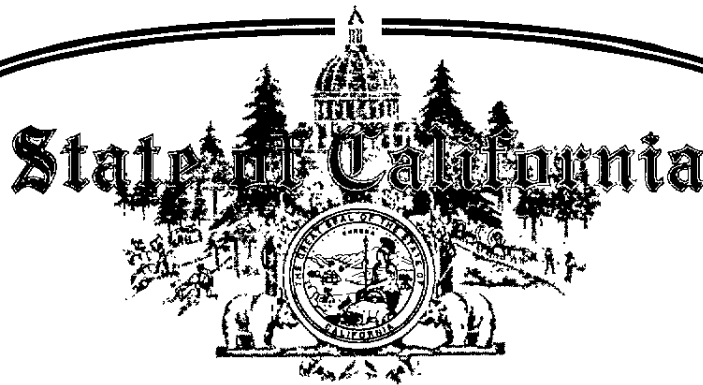
PERFORMANCE CORPORATION

President and CEO: Juan F. Gutierrez
Execu. V.P.: Chris Maybury
V.P. and Secretary: Thomas C. Etter
V.P. of Tax: Scott Rogers
V.P. and Asst Secretary: Benjamin Harrison
V.P. and Asst Secretary: Kenneth Thomas
Treasurer: Mark Kerswell
Assistant Secretary: Valerie Axenrod

Directors: Chris Maybury
Thomas C. Etter

8701 Red Oak Boulevard, Suite 450, Charlotte, NC 28217
101 Arthur Anderson Parkway, Suite 100, Sarasota FL, 34232
708 Third Avenue, New York, NY 10017-4103
170 W. Election Road, Suite 201, Draper, UT 84020
101 Arthur Anderson Parkway, Suite 100, Sarasota FL, 34232
101 Arthur Anderson Parkway, Suite 100, Sarasota FL, 34232
101 Arthur Anderson Parkway, Suite 100, Sarasota FL, 34232
101 Arthur Anderson Parkway, Suite 100, Sarasota FL, 34232
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SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, KEVIN SHELLEY, Secretary of State of the State of California, hereby certify:

That on the **27th day of December 1976**, **OMEGA PERFORMANCE CORPORATION** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal
of the State of California this day
of August 2, 2004.



Kevin Shelley
KEVIN SHELLEY
Secretary of State