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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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(Business Entity Name)

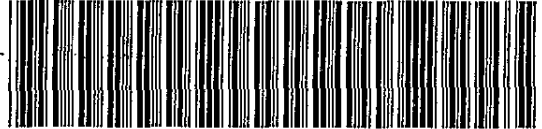
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## TRANSMITTAL LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** VENGROFF, WILLIAMS & ASSOCIATES GERMANY, 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:

DAVID L. KING, J.D.

(Name of Person)

VENGROFF, WILLIAMS & ASSOCIATES GERMANY, INC.

(Firm/Company)

2211 FRUITVILLE RD

(Address)

SARASOTA, FL 34237

(City/State and Zip code)

For further information concerning this matter, please call:

DAVID L. KING, J.D.

(Name of Person)

at ( 941 ) 363-5448

(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

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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. VENGROFF, WILLIAMS & ASSOCIATES GERMANY, 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, USA

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

3. 05-0610845

(FEI number, if applicable)

4. 10/26/04

(Date of incorporation)

5. PERPETUAL

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

6. 4/1/05

(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 2211 FRUITVILLE RD, SARASOTA FL 34237

(Principal office address)

2211 FRUITVILLE RD, SARASOTA FL 34237

(Current mailing address)

8. ASSET MANAGEMENT

(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 NOT acceptable)

Name: DAVID L. KING, J.D.

Office Address: 2211 FRUITVILLE RD

SARASOTA

(City)

, Florida 34237+

(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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**A. DIRECTORS**

Chairman: HARVEY VENGROFF

Address: 2211 FRUITVILLE RD, SARASOTA FL 34237

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: SEE ATTACHED

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS**

President: SEE ATTACHED

Address: \_\_\_\_\_

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. \_\_\_\_\_

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

14. HARVEY VENGROFF, COB

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

OFFICE	NAME	ADDRESS	CITY	STATE	ZIP	DIRECTOR
COB	Harvey Vengroff	5135 Riverwood Ave	Sarasota	FL	34231	Director
CEO (Euro) - CFO	Robert G. Williams	3615 Hidden River Road	Sarasota	FL	34240	Director
CEO (US)	Mark K. Vengroff	6432 Residencia	Newport Coast	CA	92660	Director
V-President	Joel H. Vengroff	1 Bankside Dr.	Centerport	NY	11721	Director
Secretary	Kristy L. Vengroff	69 A Bay Ave	Halesite	NY	11743	Director
CTO	Gabe V. Torek	14 Arrowood Dr	St James	NY	11780	Director

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# Delaware

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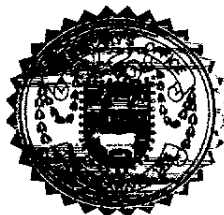
## *The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VENGROFF, WILLIAMS & ASSOCIATES GERMANY, 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 FIFTH DAY OF APRIL, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "VENGROFF, WILLIAMS & ASSOCIATES GERMANY, INC." WAS INCORPORATED ON THE TWENTY-SIXTH DAY OF OCTOBER, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3789955

DATE: 04-05-05