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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

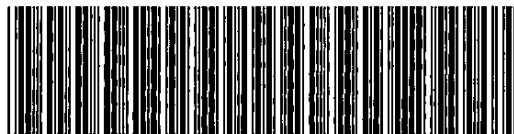
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D. Brown DEC - 6 2006

LAW OFFICES
PETER W. METTLER
140 ROYAL PALM WAY • SUITE 202
PALM BEACH, FLORIDA 33480-4204
TELEPHONE (561) 832-7600
FAX: (561) 833-0805

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November 27, 2006

New Filing Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Greenleaf & Crosby Acquisition Corp.
Application by Foreign Corporation to Transact Business in Florida

Dear Sir or Madam:

Enclosed for processing is the Application by Foreign Corporation to Transact Business in Florida on behalf of Greenleaf & Crosby Acquisition Corp., along with the \$87.50 check for the filing fee, certificate of status and certified copy which should be returned in the enclosed, self-addressed, stamped envelope provided for your convenience.

Should you have any questions or require additional information or documentation, please contact me at the above address and/or phone number.

Sincerely,



Tami Rabellino, CLA
Certified Legal Assistant to
Peter W. Mettler

/tr

Enclosures

cc: Greenleaf & Crosby Acquisition Corp.

COVER LETTER

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TO: New Filing Section
Division of Corporations

SUBJECT: Greenleaf & Crosby Acquisition Corp.

(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:

Albert E. Betteridge, III

(Name of Person)

Greenleaf & Crosby Acquisition Corp.

(Firm/Company)

117 Greenwich Avenue

(Address)

Greenwich, CT 06830

(City/State and Zip code)

For further information concerning this matter, please call:

Peter W. Mettler

(Name of Person)

at (561) 832-7600

(Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing 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.

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1. **Greenleaf & Crosby Acquisition Corp.**

(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. _____

(FEI number, if applicable)

4. **November 29, 2006**

(Date of incorporation)

5. **Perpetual**

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

6. **N/A**

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

7. **236 Worth Avenue, Palm Beach, FL 33480**

(Principal office address)

117 Greenwich Avenue, Greenwich, CT 06830

(Current mailing address)

8. **Sale of Jewelry**

(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)

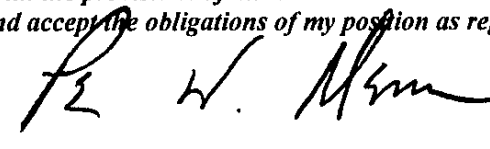
Name: **Peter W. Mettler**

Office Address: **140 Royal Palm Way, Suite 202**

Palm Beach, Florida **33480**
(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.


(X)

(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.

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

A. DIRECTORS

Chairman: Albert E. Betteridge, III

Address: 117 Greenwich Avenue
Greenwich, CT 06830

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Albert E. Betteridge, III

Address: 117 Greenwich Avenue
Greenwich, CT 06830

Vice President: Randall LaPointe

Address: 117 Greenwich Avenue
Greenwich, CT 06830


Secretary: _____

Address: _____

Treasurer: Michael Manjos, CFO

Address: 117 Greenwich Avenue, Greenwich, CT 06830

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

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

14. Albert E. Betteridge, III

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

Delaware

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AM 10:19

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GREENLEAF & CROSBY ACQUISITION CORP." 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 FOURTH DAY OF DECEMBER, A.D. 2006.



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5241835

DATE: 12-04-06