

FD6000 00 7889

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



900082763559

12/27/06--01012--003 **78.75

FILED

2006 DEC 26 PM 12:23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Hampton DEC 27 2006

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: SFH II 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:

Michael M. Membrado

(Name of Person)

M.M. Membrado, PLLC

(Firm/Company)

115 E 57th Street, Suite 1006

(Address)

New York, NY 10022

(City/State and Zip code)

For further information concerning this matter, please call:

Michael M. Membrado

(Name of Person)

at (646) 486-9770

(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.*

1. **SFH II Acquisition Corp.**

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

N/A

(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. **20-5941622**

(FEI number, if applicable)

4. **November 20, 2008**

(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. **17395 North Bay Road, Suite 102, Sunny Isles Beach, FL 33160**

(Principal office address)

17395 North Bay Road, Suite 102, Sunny Isles Beach, FL 33160

(Current mailing address)

8. **Establishment of Corporate 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 NOT acceptable)

Name: **Armen Karapetyan**

Office Address: **17395 North Bay Road, Suite 102**

Sunny Isles Beach, Florida **33160**

(City)

(Zip code)

2006 DEC 26 PM 12:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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:

A. DIRECTORS

Chairman: Armen Karapetyan

Address: 17395 North Bay Road, Suite 102
Sunny Isles Beach, FL 33160

Vice Chairman: N/A

Address: _____

Director: Armen Karapetyan

Address: 17395 North Bay Road, Suite 102
Sunny Isles Beach, FL 33160

Director: N/A

Address: _____

B. OFFICERS

President: Armen Karapetyan

Address: 17395 North Bay Road, Suite 102
Sunny Isles Beach, FL 33160

Vice President: N/A

Address: _____

Secretary: Armen Karapetyan

Address: 17395 North Bay Road, Suite 102, Sunny Isles Beach, FL 33160

Treasurer: Armen Karapetyan

Address: 17395 North Bay Road, Suite 102, Sunny Isles Beach, FL 33160

FILED
2006 DEC 26 PM 12:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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. Armen Karapetyan, President and Chief Executive Officer

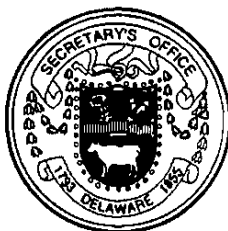
(Typed or printed name and capacity of person signing application)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SFH II 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 NINETEENTH DAY OF DECEMBER, A.D. 2006.



4254694 8300

061157776

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5290085

DATE: 12-19-06