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FOREIGN PROFIT/NONPROFIT CORPORATION

Scott Brass Holding Corp.

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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. Scott Brass Holding 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. 20-8278355

(FEI number, if applicable)

4. December 15, 2006

(Date of incorporation)

5. Perpetual

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

6. Upon qualification

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.") (SEE SECTIONS 607.1501, 607.1502 and 817.153, F.S.)

7. 5200 Town Center Circle, Suite 470, Boca Raton, Florida 33486

(Principal office address)

Same as above.

(Current mailing address)

8. Holding company.

(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: **CT Corporation System**

Office Address: **1200 South Pine Island Road**

Plantation

(City)

Florida **33324**

(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.

CT Corporation System

By: 

(Registered agent's signature)

Kristine Heiberger
Assistant Secretary

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: See Exhibit A attached hereto

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See Exhibit A attached hereto

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

14. Mark Hajduch, Vice President and Assistant Secretary
(Typed or printed name and capacity of person signing application)

Exhibit A

<u>Name</u>	<u>Title</u>	<u>Address</u>
Christopher Metz	Vice President	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486
F. Dixon McElwee, Jr.	Vice President and Assistant Secretary, Director	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486
Michael J. McConvery	Vice President and Assistant Secretary	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486
Mark Hajduch	Vice President and Assistant Secretary	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486
Melissa Klafter	Vice President and Assistant Treasurer	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486
Matthew Garff	Director, Vice President and Assistant Secretary	11111 Santa Monica Blvd., Suite 1050 Los Angeles, CA 90025
M. Steven Liff	Vice President	11111 Santa Monica Blvd., Suite 1050 Los Angeles, CA 90025

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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SCOTT BRASS HOLDING 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 TWENTY-THIRD DAY OF JANUARY, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SCOTT BRASS HOLDING CORP." WAS INCORPORATED ON THE FIFTEENTH DAY OF DECEMBER, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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TALLAHASSEE, FLORIDA
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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 5376372

DATE: 01-23-07