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TALLAHASSEE, FLORIDA

FOREIGN PROFIT/NONPROFIT CORPORATION

EBS Holdco, Inc.

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

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 20-5591726
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 09/20/2006 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 669 River Drive, Center 2, Elmwood Park, NJ 07407
(Principal office address)
- same
(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 NOT acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(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.

CT Corporation System

By: Arlene Bernal
(Registered agent's signature) **Vice President**

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 *SEE ATTACHMENT*

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS *SEE ATTACHMENT*

President: Kevin Cameron

Address: 669 River Drive, Center 2

Elmwood Park, NJ 07407

Vice President: RoseAnn Stampe

Address: 669 River Drive, Center 2

Elmwood Park, NJ 07407

Secretary: Charles Mele

Address: 669 River Drive, Center 2, Elmwood Park, NJ 07407

Treasurer: _____

Address: _____

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. RoseAnn Stampe, Vice President

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

**Attachment to Florida
Officers & Directors**

- 1 **Full Name:** Mark Funston
 Officer/Director: Officer
 Officer's Title: Executive VP and Chief Financial Officer
 Director's Title:
 Business Address: 669 River Drive, Center 2
 City: Elmwood Park
 State: NJ
 ZIP Code: 07407
- 2 **Full Name:** Scott Wahlers
 Officer/Director: Officer
 Officer's Title: Senior Vice President and Treasurer
 Director's Title:
 Business Address: 669 River Drive, Center 2
 City: Elmwood Park
 State: NJ
 ZIP Code: 07407
- 3 **Full Name:** Lewis Leicher
 Officer/Director: Officer
 Officer's Title: Senior VP and Assistant Secretary
 Director's Title:
 Business Address: 16092 San Dieguito Road
 City: Rancho Santa Fe
 State: CA
 ZIP Code: 92067
- 4 **Full Name:** Michael Glick
 Officer/Director: Officer, Director
 Officer's Title: Senior VP and Assistant Secretary
 Director's Title: Director
 Business Address: 669 River Drive, Center 2
 City: Elmwood Park
 State: NJ
 ZIP Code: 07407
- 5 **Full Name:** Robert Marotta

	Officer/Director:	Officer
	Officer's Title:	Senior VP and Regulatory Counsel
	Director's Title:	
	Business Address:	669 River Drive, Center 2
	City:	Elmwood Park
	State:	NJ
	ZIP Code:	07407
6	Full Name:	David Dutkus
	Officer/Director:	Officer
	Officer's Title:	Vice President and Assistant Secretary
	Director's Title:	
	Business Address:	669 River Drive, Center 2
	City:	Elmwood Park
	State:	NJ
	ZIP Code:	07407
7	Full Name:	Kevin Cameron
	Officer/Director:	Officer, Director
	Officer's Title:	President
	Director's Title:	Director
	Business Address:	669 River Drive, Center 2
	City:	Elmwood Park
	State:	NJ
	ZIP Code:	07407
8	Full Name:	Charles Mele
	Officer/Director:	Officer, Director
	Officer's Title:	Executive Vice President & Secretary
	Director's Title:	Director
	Business Address:	669 River Drive, Center 2
	City:	Elmwood Park
	State:	NJ
	ZIP Code:	07407

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EBS HOLDCO, 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 TWENTY-THIRD DAY OF APRIL, A.D. 2007.

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

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "EBS HOLDCO, INC." WAS INCORPORATED ON THE TWENTIETH DAY OF SEPTEMBER, A.D. 2006.



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5616760

DATE: 04-23-07