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## FOREIGN PROFIT/NONPROFIT CORPORATION

SPF Holding, Inc.

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July 11, 2007

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

CT CORPORATION SYSTEM

SUBJECT: SPF HOLDING FLORIDA BUSINESS CORP.  
REF: W07000032937

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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Carolyn Lewis  
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P.O. BOX 6327 - Tallahassee, Florida 32314

**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. SPF HOLDING, INC.

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

SPF HOLDING FLORIDA BUSINESS 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. 30-0144727

(FEI number, if applicable)

4. 12/19/02

(Date of incorporation)

5. Perpetual

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

6. Commencing Business July 2, 2007.

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

7. 1515 N. Federal Highway, Suite 300, Office #29, Boca Raton, Florida 33432

(Principal office address)

1515 N. Federal Highway, Suite 300, Office #29, Boca Raton, Florida 33432

(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: Autumn Nesbeth c/o Susquehanna International Group, LLP

Office Address: 1515 N. Federal Highway, Suite 300, Office #29

Boca Raton

(City)

Florida 33432

(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.*

By: Autumn Nesbeth

(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: See Addendum.

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

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

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

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

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

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

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

**B. OFFICERS**

President: See Addendum.

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

Vice President: \_\_\_\_\_

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

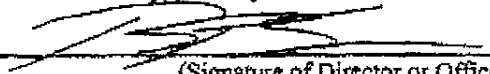
Secretary: \_\_\_\_\_

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

Treasurer: \_\_\_\_\_

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

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

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

14. Brian Sullivan, Treasurer  
(Typed or printed name and capacity of person signing application)

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## **ADDENDUM**

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

A. DIRECTORS

**Jeffrey Yass**  
**1515 N. Federal Highway**  
**Suite 300, Office #29**  
**Boca Raton, Florida 33432**

**Arthur Dantchik**  
**1515 N. Federal Highway**  
**Suite 300, Office #29**  
**Boca Raton, Florida 33432**

**Mark Dooley**  
**1515 N. Federal Highway**  
**Suite 300, Office #29**  
**Boca Raton, Florida 33432**

**Joel Greenberg**  
**1515 N. Federal Highway**  
**Suite 300, Office #29**  
**Boca Raton, Florida 33432**

B. OFFICERS

**President: Jeffrey Yass**  
**1515 N. Federal Highway**  
**Suite 300, Office #29**  
**Boca Raton, Florida 33432**

**Vice Pres.: Joel Greenberg**  
**1515 N. Federal Highway**  
**Suite 300, Office #29**  
**Boca Raton, Florida 33432**

**Asst. VP: Thomas Kennedy**  
**1515 N. Federal Highway**  
**Suite 300, Office #29**  
**Boca Raton, Florida 33432**

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**Treasurer: Brian Sullivan**  
**1515 N. Federal Highway**  
**Suite 300, Office #29**  
**Boca Raton, Florida 33432**

**Secretary: Joel Greenberg**  
**1515 N. Federal Highway**  
**Suite 300, Office #29**  
**Boca Raton, Florida 33432**

**Asst. Sec.: Todd Silverberg**  
**1515 N. Federal Highway**  
**Suite 300, Office #29**  
**Boca Raton, Florida 33432**

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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 "SPF HOLDING, 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-SEVENTH DAY OF JUNE, 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.

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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5795706

DATE: 06-27-07