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To:

Division of Corporations
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From:

Account Name : JAM MARK LIMITED
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TALLAHASSEE, FLORIDA

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FOREIGN PROFIT/NONPROFIT CORPORATION

Cognitec Systems Corporation

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\$728.75

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Holland & Knight

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Miami, FL 33131-2847
www.hklaw.com

Esmi Diazdon, Paralegal
305 349 2275
esmi.diazdon@hklaw.com

May 21, 2008

VIA FAX: (850) 245-6804

Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314
Attn: Carolyn Lewis

Re: Cognitec Systems Corporation
Ref: W08000025224

Dear Ms. Lewis:

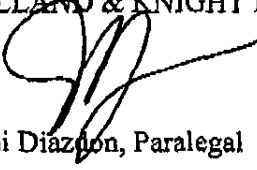
This letter will serve to confirm our recent telephone conversation with regards to the rejection letter received today for the qualification submitted on behalf of Cognitec Systems Corporation. It is my understanding that you have agreed to lower the penalty fee to \$500 plus the annual report filing fee of \$150. (Attached is a copy of the rejection letter).

We will have our client provide us with a check made payable to the FL Department of State in the amount of \$650 so that you may have it hand-delivered to you for approval of the qualification submitted.

Should you have any questions, please do not hesitate to contact me.

Sincerely yours,

HOLLAND & KNIGHT LLP


Esmi Diazdon, Paralegal

Enclosure

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H08000133878 3

**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. COGNITEC SYSTEMS CORPORATION

(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. September 30, 2003

(Date of incorporation)

5. Perpetual

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

6. December 1, 2007

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 5201 Blue Lagoon Drive, Suite 800, Miami, FL 33126

(Principal office address)

5201 Blue Lagoon Drive, Suite 800, Miami, FL 33126

(Current mailing address)

8. Any legal purpose

(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: Felipe Rodriguez

Office Address: 5201 Blue Lagoon Drive, Suite 800

Miami, FL, Florida 33126

(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.

Felipe Rodriguez



(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:

H08000133878 3

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2008 MAY 21 P 12:42
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TALLAHASSEE, FLORIDA

H08000133878 3

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Felipe Rodriguez

Address: 5201 Blue Lagoon Drive, Suite 800, Miami, FL 33126

Director: _____

Address: _____

B. OFFICERS

President: Felipe Rodriguez

Address: 5201 Blue Lagoon Drive, Suite 800, Miami, FL 33126

Vice President: _____

Address: _____

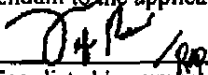
Secretary: Felipe Rodriguez

Address: 5201 Blue Lagoon Drive, Suite 800, Miami, FL 33126

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. Felipe Rodriguez, Director/President/Secretary
(Typed or printed name and capacity of person signing application)

H08000133878 3

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COGNITEC SYSTEMS CORPORATION" 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 TWENTIETH DAY OF MAY, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "COGNITEC SYSTEMS CORPORATION" WAS INCORPORATED ON THE THIRTIETH DAY OF SEPTEMBER, A.D. 2003.

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

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

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TALLAHASSEE, FLORIDA



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You may verify this certificate online
at corp.delaware.gov/authver.shtml

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 6604302

DATE: 05-20-08

H08000133878 3