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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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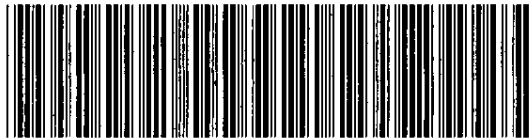
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2008 SEP -9 A 9:11
CLERK OF SUPERIOR COURT
MASSACHUSETTS

FILED

SEP 11 2008
D.A. WHITE

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Pali Capital, Inc.
(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:

Lauren Perl
(Name of Person)

Pali Capital, Inc.
(Firm/Company)

650 Fifth Avenue, 14th Floor
(Address)

New York, NY 10019
(City/State and Zip code)

For further information concerning this matter, please call:

Lauren Perl at (212) 259-2647
(Name of Person) (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

FILED

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. Pali Capital, Inc.
(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 3. 13-386-4902
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. October 2, 2001 5. perpetual
(Date of incorporation) (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. 650 Fifth Avenue, 6th Floor NY NY 10019
(Principal office address)

650 Fifth Avenue, 6th Floor NY NY 10019
(Current mailing address)

8. Financial Services
(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: Gilbert Charlstrom

Office Address: 541 Kay Terrace
Boca Raton, Florida 33432
(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.

(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: Bradley Reiter

Address: 123 Fraleigh Road, Millbrook, NY 12545

Director

~~Vice Chairman~~: Bert Cohen

Address: 5000-4A Estate Enighed #65
St. John, USVI 00830

Director: Kevin Fisher

Address: 103 Greene St. #6B
New York, NY 10012

Director: David Wasitowski

Address: 5 Laga Ct.
Ringoes, NJ 08551

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DEPT OF STATE
INVEST. UNIT

B. OFFICERS

President: Kevin Fisher

Address: 103 Greene St. #6B
New York, NY 10012

Vice President: N/A

Address: _____

Secretary: Derrille Janey

Address: 32 West 128th St. #3 New York, NY 10027

Treasurer: John Mullin - CFO

Address: 18 Glen Road Garden City, NY 11530

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. _____

(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 "PALI CAPITAL, 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-FOURTH DAY OF JULY, A.D. 2008.

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SECRETARY OF STATE
DELAWARE

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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: 6749019

DATE: 07-24-08