

# F08000005144

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To:

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From:

Account Name : CORPORATION SERVICE COMPANY  
Account Number : I20000000195  
Phone : (850) 521-1000  
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*Kimberly K2949*

## FOREIGN PROFIT/NONPROFIT CORPORATION

SUNBELT HOLDING, INC.

Certificate of Status	0
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*12/5/08*

**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. Sunbelt Holding, Inc.**

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

**Sunbelt HDM Holding, Inc.**

(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. 23-2794996**

(FEI number, if applicable)

**4. 01/19/1995**

(Date of incorporation)

**5. perpetual**

(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. 525 Progress Drive, Suite K**

(Principal office address)

**Linthicum, Maryland 21090**

(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: **Corporation Service Company**

Office Address: **1201 Hays Street**

**Tallahassee**

(City)

**Florida 32301**

(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.*

**Corporation Service Company**

By: 

**Janet Budhu, Asst. Vice President**

(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.**

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

A. DIRECTORS

Chairman: Raymond R. Herrmann, Jr.

Address: 60 East 42nd Street  
New York, NY 10165

Vice Chairman: Charles Merinoff

Address: 60 East 42nd Street  
New York, NY 10165

Director: Eugene D. Luciana

Address: 60 East 42nd Street  
New York, NY 10165

Director: Joseph F. Davolio

Address: 60 East 42nd Street  
New York, NY 10165

B. OFFICERS

President: Charles Merinoff, President and Chief Executive Officer

Address: 60 East 42nd Street  
New York, NY 10165

Vice President: Eugene D. Luciana, Executive Vice President

Address: 60 East 42nd Street  
New York, NY 10165

Secretary: Eugene D. Luciana

Address: 60 East 42nd Street, New York, NY 10165

Treasurer: Eugene D. Luciana, Chief Finance and Operations Officer

Address: 60 East 42nd Street, New York, NY 10165

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

13. Eugene D. Luciana

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

14. Eugene D. Luciana, Executive Vice President, Chief Finance & Operations Officer & Secretary

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

Sunbelt Holding, Inc. d/b/a Sunbelt HIM Holding, Inc.  
525 Progress Drive, Suite K, Linthicum, MD 21090  
EIN: 23-2794996

**ADDENDUM TO  
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA**

12.

**A. DIRECTORS (cont.)**

Director: Stephen M. Drucker

Address: 60 East 42nd Street, New York, NY 10165

Director: Steven J. Kalagher

Address: 56 Abbey Road, Manhasset, NY 11030

Director: John E. Thrasher

Address: 1303 Oaklanding Lane, Orange Park, FL 32003

Director: Andrew M. Crisses

Address: Dickstein Shapiro LLP, 1177 Avenue of the Americas, 46th Floor, New York N.Y. 10036

**B. OFFICERS (cont.)**

Officer: Joseph F. Davolio, Executive Vice President, Sales and Marketing

Address: 60 East 42nd Street, New York, NY 10165

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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 "SUNBELT 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 FOURTH DAY OF DECEMBER, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SUNBELT HOLDING, INC." WAS INCORPORATED ON THE NINETEENTH DAY OF JANUARY, A.D. 1995.

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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at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 7002995

DATE: 12-04-08