

F080000005240

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

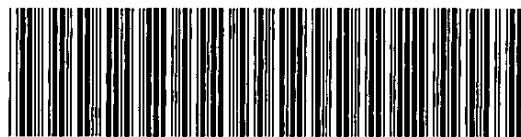
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FLORIDA

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ccc

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December 3, 2008

Via Federal Express Overnight Delivery

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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TALLAHASSEE, FLORIDA

Re: Application by Foreign Corporation
WIFAG Maschinenfabrik Ltd ("Applicant")

Gentlemen:

On behalf of our client, we wish to submit the above-referenced *Application by Foreign Corporation for Authorization to Transact Business in Florida* to be processed with an effective date of **January 2, 2009**. Please find enclosed the following documents:

1. Cover letter from the Applicant;
2. Application;
3. Original Certificate of Status; and
4. Translation of the Certificate of Status.

Also enclosed is our firm's check in the amount of \$87.50 in payment of the filing fee, certificate of status, and certified copy. As required, a copy of the application is enclosed, along with a prepaid overnight envelope so that you may return the certified copy of the application to us.

Please contact me with any questions or comments in regards to this matter.

Sincerely,

Craig D. Grider

CDG/ap
Enclosures
Cc: Robert H. Harris, Esq. (via email w/ encl.)

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: WIFAG Maschinenfabrik Ltd
(Name of corporation - must include suffix)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

Michael Fleissner

(Name of Person)

WIFAG Maschinenfabrik Ltd

(Firm/Company)

Wylerringstrasse 39, P.O. Box 8865

(Address)

3001 Bern, SWITZERLAND

(City/State and Zip code)

For further information concerning this matter, please call:

Michael Fleissner

(Name of Person)

at (+41) 31 339 33 33

(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**

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. WIFAG Maschinenfabrik Ltd

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

WIFAG Maschinenfabrik Ltd Inc.

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

2. Switzerland

(State or country under the law of which it is incorporated)

3. _____

(FEI number, if applicable)

4. June 14th, 2007

(Date of incorporation)

5. perpetual

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

6. _____

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

7. Wylerringstrasse 39, 3014 Bern, Switzerland

(Principal office address)

Wylerringstrasse 39, P.O. 8865, 3001 Bern, Switzerland

(Current mailing address)

8. Developpment, production and installation of rotary printing presses

(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: Craig D. Grider, Esq., Goodlette, Coleman & Johnson

Office Address: Northern Trust Bank Building, 4001 Tamiami Trail North, Suite 300

Naples, Florida 34103

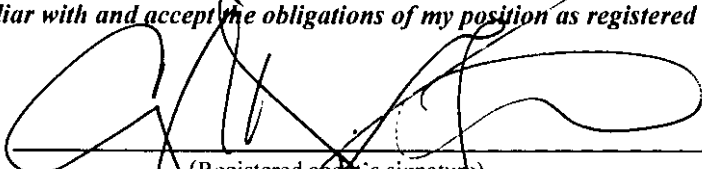
(City)

(Zip code)

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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.

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TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: Götz Stein

Address: WIFAG Maschinenfabrik Ltd, Wylerringsstrasse 39, P.O. Box 8865
3001 Bern, SWITZERLAND

Vice Chairman: _____

Address: _____

Director: Peter Boeglin

Address: WIFAG Maschinenfabrik Ltd, Wylerringsstrasse 39, P.O. Box 8865
3001 Bern, SWITZERLAND

Director: Christian Kauter

Address: WIFAG Maschinenfabrik Ltd, Wylerringsstrasse 39, P.O. Box 8865
3001 Bern, SWITZERLAND

B. OFFICERS

President: Peter Boeglin

Address: WIFAG Maschinenfabrik Ltd, Wylerringsstrasse 39, P.O. Box 8865
3001 Bern, SWITZERLAND

Vice President: _____

Address: _____

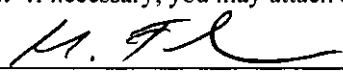
Secretary: Heiner Lehmann

Address: WIFAG Maschinenfabrik Ltd, Wylerringsstrasse 39, P.O. Box 8865, 3001 Bern

Treasurer: Michael Fleissner

Address: WIFAG Maschinenfabrik Ltd, Wylerringsstrasse 39, P.O. Box 8865, 3001 Bern

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. M. Fleissner, Treasurer

H. Lehmann, Secretary

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



GEOTEXT
Translations, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF NEW YORK)
)
) ss
COUNTY OF NEW YORK)

CERTIFICATION

This is to certify that the attached translation is, to the best of my knowledge and belief, a true and accurate translation from German into English of the attached Commercial Register of the Canton Bern for WIFAG Maschinenfabrik AG, dated November 3, 2008.

Ewelina Jarzynska, Project Manager
Geotext Translations, Inc.

Sworn to and subscribed before me

this 18 day of November, 20 08.

IAN KEMPER
NOTARY PUBLIC-STATE OF NEW YORK
No. 01KE6184691
Qualified In New York County
My Commission Expires April 07, 2012

New York 259 West 30th Street, 17th Floor, New York, NY 10001, U.S.A. tel 212.631.7432 fax 212.631.7778
San Francisco 220 Montgomery Street, 3rd Floor, San Francisco, CA 94104, U.S.A. tel 415.576.9500 fax 415.520.0525
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Hong Kong 20th Floor, Central Tower, 28 Queen's Road, Central, Hong Kong tel +852.2159.9143 fax +852.3010.0082

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COMMERCIAL REGISTER OF THE CANTON BERN

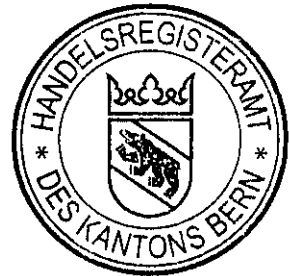
Identification number CH-035.3.037.385-7	Legal status Limited or Corporation	Entry 14.06.2007	Cancelled	Carried from: on:	1
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Valid inscriptions only

In	Ca	Business name	Ref	Legal seat
1		WIFAG Maschinenfabrik AG	1	Bern
1		(WIFAG Maschinenfabrik SA) (WIFAG Maschinenfabrik Ltd) (WIFAG Maschinenfabrik Inc.)		

In	Ca	Share capital (CHF)	Paid in (CHF)	Shares	In	Ca	Company address
1	3	40'000'000.00	40'000'000.00	40'000 Namenaktien zu CHF 1'000.00	1		Wylerringstrasse 39
3		30'000'000.00	30'000'000.00	30'000 Namenaktien zu CHF 1'000.00			3014 Bern

In	Ca	Purpose	In	Ca	Postal address
1		Die Gesellschaft bezweckt die Entwicklung, Herstellung und den Vertrieb von Maschinen sowie ganzer Systeme, insbesondere im Bereich des Maschinenbaus und der Drucktechnik und namentlich im Rotationsmaschinenbau. Die Gesellschaft kann insbesondere im In- und Ausland: Immaterialgüterrechte, namentlich Patente, Marken, Designs und Lizenzen, erwerben, verwalten und veräussern; Kredite und Anleihen aufnehmen; Darlehen gewähren, Grundeigentum erwerben, belasten, verwalten und veräussern; Beteiligungen an anderen Unternehmen erwerben und veräussern. Die Gesellschaft ist befugt, ihren Geschäftskreis durch Aufnahme anderer Zweige zu erweitern. Die Gesellschaft kann im Übrigen im In- und Ausland alle Geschäfte und finanziellen Transaktionen tätigen, welche direkt oder indirekt im Zusammenhang mit dem Gesellschaftszweck stehen, ihn fördern oder sonst geeignet sind, die Entwicklung des Unternehmens zu erleichtern.			

In	Ca	Remarks	Ref	Date of the acts
1		Mitteilungen an die Aktionäre: erfolgen durch gewöhnlichen Brief an die im Aktienbuch verzeichneten Adressen.	1	14.06.2007
			4	15.08.2007

In	Ca	Qualified facts	Ref	Official publication
1		Sacheinlage/Sachübernahme: Die Gesellschaft übernimmt bei der Gründung von der Maschinenfabrik WIFAG (nun: WIFAG-Polytype Holding AG), in Bern (CH-035.3.001.192-0), gemäss Vertrag vom 14.6.2007 und Inventar per 31.12.2006, Aktiven von CHF 231'568'324.- und Fremdkapital von CHF 198'150'960.-, zum Preis von CHF 33'417'364.-, wofür 10'000 voll liberierte Namenaktien zu CHF 1'000.- ausgegeben und CHF 10'000'000.- als Forderung gutgeschrieben werden.	1	SHAB - 4 P 2 1

In	Ca	Branch offices	In	Ca	Branch offices

Vis	Ref	No journal	Date	SOGC	Date SOGC	Page / Id	Vis	Ref	No journal	Date	SOGC	Date SOGC	Page / Id
BE	1	2766	14.06.2007	117	20.06.2007	3 / 3984358	BE	4	B 40503	13.09.2007	B 181	19.09.2007	3 / 4116362
BE	2	B 2976	25.06.2007	B 124	29.06.2007	4 / 3999180	BE	5	2088	21.02.2008	40	27.02.2008	4 / 4361866
BE	3	40071	03.09.2007	173	07.09.2007	5 / 4101468	BE	6	10301	08.09.2008	177	12.09.2008	4 / 4649136

In	Mo	Ca	Personal Data	Function	Signature
1			Stein, Götz, von Wildhaus, in Bolligen	president	joint signature at two
1			Boeglin, Peter Dr., von Zürich und Basel, in Stettlen	delegate	joint signature at two
1			Kauter, Christian, von St. Gallen, in Bern	member	without signing rights
1			Sola, Gioachino, von Pully, in Lutry	vice-director	joint signature at two
1			Baumann, Hansulrich, von Herbligen, in Bern		joint agent signature at two
1			Brignoni, Marco, von Alto Malcantone, in Bern		joint agent signature at two
1			Güth, Reinhold, deutscher Staatsangehöriger, in Oberrohrdorf		joint agent signature at two
1			Janser, Herbert, von Thun und Tuggen, in Bolligen		joint agent signature at two
1		6	Mühlematter, Peter, von Spiez, in Bern		joint agent signature at two
1			Kobel, Matthias, von Lauperswil, in Langnau im Emmental		joint agent signature at two
1			McEvoy, Noel, von Langnau im Emmental, in Ittigen		joint agent signature at two