

3/17/2014 4:56:26 PM

Andre, Gail

LDDKR

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Division of Corporations

Page 1 of 1

Florida Department of State  
Division of Corporations  
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((H14000059440 3)))



H140000594403A8C

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To:

Division of Corporations  
Fax Number : (850) 617-6380

From:

**GAIL S. ANDRE**  
Account Name : LOWNDES, BROSDICK, DOSTER, KANTOR & REED, P.A.  
Account Number : 072720000036  
Phone : (407) 843-4600  
Fax Number : (407) 843-4444

**PLEASE ARRANGE FILING OF THE APPLICATION AND RETURN A CERTIFICATION TO ME AS SOON AS POSSIBLE. THANK YOU.**

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
CSE SEMAPHORE INC.**

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Andre, Gail  
3/12/2014 11:59:08 AM PAGE 1/001 Fax Server

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March 12, 2014

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

CSE SEMAPHORE INC.  
1200 CHANTRY PLACE  
HEATHROW, FL 32746-1980

SUBJECT: CSE SEMAPHORE INC.  
REF: F09000000761

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

Please include a certificate from Delaware showing the "old" and new name. Please correct the date on line 4 so it will be the same as the date on the certificate (3-11-14).

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Annette Ramsey  
Regulatory Specialist II

FAX Aud. #: H14000059440  
Letter Number: 214A00005386

March 17, 2014

Annette, attached please find a certified copy of the Certificate of Amendment filed in Delaware reflecting the name change to Semaphore Americas, Inc. Please arrange filing of the attached Application with a filing date of March 11, 2014. Thank you.

RECEIVED

14 MAR 17 PM 5:04

FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FL 32314

P.O. BOX 6327 - Tallahassee, Florida 32314

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**THE MERITAS LAW FIRMS WORLDWIDE**

215 NORTH EOLA DR  
ORLANDO, FLORIDA 32801

450 SOUTH ORANGE AVENUE, SUITE 200  
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TEL.: 407-329-4600 / FAX.: 407-843-4444

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**From:**

Name: Andre, Gail  
Fax Number: 407-843-4444

**To:**

Name: DIVISION OF  
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Company:  
Fax Number: 1-850-617-6380

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*Thank you.*

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

F09000000761

(Document number of corporation (if known))

1. CSE SEMAPHORE INC.

(Name of corporation as it appears on the records of the Department of State)

2. Delaware

(Incorporated under laws of)

3. February 25, 2009

(Date authorized to do business in Florida)

**SECTION II**

**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? March 6, 2014

5. SEMAPHORE AMERICAS, INC.

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

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

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

Daniel L. Paladino 3/14/14  
(Signature of a director, president or other officer, or in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Daniel L. Paladino

(Typed or printed name of person signing)

President

(Title of person signing)

FILED  
2014 MAR 11 PM 4:44  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "CSE SEMAPHORE INC.", CHANGING ITS NAME FROM "CSE SEMAPHORE INC." TO "SEMAPHORE AMERICAS, INC.", FILED IN THIS OFFICE ON THE SIXTH DAY OF MARCH, A.D. 2014, AT 5:35 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4656171 8100

140298955

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



AUTHENTICATION: 1189917

DATE: 03-07-14

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 06:01 PM 03/06/2014  
FILED 05:35 PM 03/06/2014  
SRV 140298933 - 4656171 FILE

STATE OF DELAWARE  
CERTIFICATE OF AMENDMENT  
TO THE  
CERTIFICATE OF INCORPORATION  
OF  
CSE SEMAPHORE INC.

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

**FIRST:** That at a meeting of the Board of Directors of CSE Semaphore Inc. (the "Corporation"), resolutions were duly adopted setting forth a proposed amendment to the Certificate of Incorporation of said Corporation, declaring said amendment to be advisable and recommending said amendment to the stockholders of the Corporation. The resolution setting forth the proposed amendment is as follows:

**RESOLVED,** that the Certificate of Incorporation of the Corporation be amended by changing the Article thereof numbered "FIRST" so that, as amended, said Article shall be and read as follows: The name of the corporation is "**SEMAPHORE AMERICAS, INC.**".

**SECOND:** That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said Corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

**THIRD:** That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

**IN WITNESS WHEREOF,** the Corporation has caused this Certificate of Amendment to be signed this 4th day of March, 2014.

CSE SEMAPHORE INC., a Delaware  
corporation

By: Daniel L. Palumbo  
Daniel L. Palumbo, President

# Delaware

PAGE 1

## The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SEMAPHORE AMERICAS, 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 ELEVENTH DAY OF MARCH, A.D. 2014.

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.



4656171 8300

140314822

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml).

AUTHENTICATION: 1196682

DATE: 03-11-14