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Florida Department of State
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DIVISION OF CORPORATIONS

FOREIGN PROFIT/NONPROFIT CORPORATION

ASD Americas Holding Corp.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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. ASD Americas Holding Corp.

(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. 26-4164035

(FEI number, if applicable)

4. January 30, 2009

(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. 5200 Town Center Circle, Suite 600, Boca Raton, FL 33486

(Principal office address)

5200 Town Center Circle, Suite 600, Boca Raton, FL 33486

(Current mailing address)

8. Any and all lawful purposes.

(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: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation

(City)

Florida 33324

(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.

Kelly Snedden
(Registered agent's signature)

Kelly Snedden
Asst. Secretary

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: See attached list.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list.

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. Mark Hajduch

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

14. Mark Hajduch, Vice President

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

ASD AMERICAS HOLDING CORP.

DIRECTORS AND OFFICERS

DIRECTORS

<u>Name</u>	<u>Address</u>
Donald Musler	5200 Town Center Circle, Suite 600, Boca Raton, FL 33486
Thomas V. Taylor	5200 Town Center Circle, Suite 600, Boca Raton, FL 33486
Kevin J. Cathoun	5200 Town Center Circle, Suite 600, Boca Raton, FL 33486
Donald C. Devine	1 Centennial Ave., Piscataway, NJ 08854
Brian Murphy	1 Centennial Ave., Piscataway, NJ 08854

OFFICERS

The business address for the following Officers is 5200 Town Center Circle, Suite 600, Boca Raton, FL 33486:

Michael J. McConvery	Vice President & Assistant Secretary
Mark Hajduch	Vice President & Assistant Secretary
Melissa Klafner	Vice President & Assistant Treasurer

The business address for the following Officer is 11111 Santa Monica Blvd., Suite 1050, Los Angeles, CA 90025:

Michael J. Satzberg	Vice President
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The business address for the following Officers is 1 Centennial Ave., Piscataway, NJ 08854:

Donald C. Devine	Chief Executive Officer & President
Barry Canipe	Chief Financial Officer, Vice President & Treasurer
Ben Small	Vice President & Assistant Secretary
Maria Chiclana	Senior Vice President, General Counsel & Secretary
Henry Johansson	Assistant Treasurer

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ASD AMERICAS HOLDING CORP." 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 FIRST DAY OF APRIL, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

4650478 8300

090323427

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7222074

DATE: 04-01-09