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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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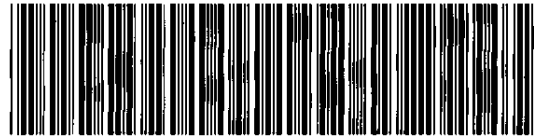
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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09 MAY 26 PM 3:34
TALLAHASSEE, FLORIDA

3.00kg MAY 27 2009

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: ASCEND PERFORMANCE MATERIALS HOLDINGS 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:

MARK N. DELEVIE

Name of Person

SK CAPITAL PARTNERS LLC

Firm/Company

1515 NORTH FEDERAL HIGHWAY SUITE 405

Address

BOCA RATON, FLORIDA 33432

City/State and Zip code

mdelevie@skcapitalpartners.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Ana Wilson

Name of Person

at (561) 362-6370

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. ASCEND PERFORMANCE MATERIALS HOLDINGS 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

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

3. _____

(FEI number, if applicable)

4. 5/18/2009

(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. 1515 North Federal Highway, Suite 405, Boca Raton, Florida 33432

(Principal office address)

(Current mailing address)

8. any lawful purpose

(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: Mark N. Delevie

Office Address: 1515 North Federal Highway suite 405

Boca Raton

(City)

, Florida 33432

(Zip code)

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TALLAHASSEE, FLORIDA

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: Barry Siadat

Address: 400 Park Avenue, Suite 810
New York, NY 10022

Vice Chairman: Jamshid Keynejad

Address: 1515 North Federal Highway, suite 405
Boca Raton, Florida 33432

Director: Frederic M. Poses

Address: 400 Park Avenue, Suite 810
New York, NY 10022

Director: G. Peter D'Aloia

Address: 400 Park Avenue, Suite 810
New York, NY 10022

B. OFFICERS

President: Jamshid Keynejad

Address: 1515 North Federal Highway, suite 405
Boca Raton, Florida 33432

Vice President: _____

Address: _____

Secretary: Jack Norris

Address: 400 Park Avenue, Suite 810, New York, NY 10022

Treasurer: _____

Address: _____

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

13. Jamshid Keynejad
(Signature of Director or Officer listed in number 12 of the application)

14. JAMSHID KEYNEJAD, President

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

09 MAY 26 PM 3:35
Boca Raton, Florida

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ASCEND PERFORMANCE MATERIALS HOLDINGS 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 TWENTIETH DAY OF MAY, A.D. 2009.

09 MAY 26 PM 3:35
OFFICE OF THE SECRETARY OF STATE
DOVER, DELAWARE

4688963 8300

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7315015

DATE: 05-20-09