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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: DGM Holding Corp.

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:

Andrew Warner

Name of Person

Chalos, O'Connor & Duffy, LLP

Firm/Company

366 Main Street

Address

Port Washington, NY 11050

City/State and Zip code

awarner@codus-law.com

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

For further information concerning this matter, please call:

David Elua

Name of Person

at (516) 487-9898

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED
JUL 20 2009

CHALOS, O'CONNOR & DUFFY

July 14, 2009

ANDREW WARNER
CHALOS, O'CONNOR & DUFFY, LLP
366 MAIN STREET
PORT WASHINGTON, NY 11050

SUBJECT: DGM HOLDING CORP.
Ref. Number: W09000032270

We have received your document for DGM HOLDING CORP. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole
Regulatory Specialist II

Letter Number: 809A00024142

CHALOS, O'CONNOR & DUFFY

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Andrew J. Warner
Associate
awarner@codus-law.com

*Admitted in NY & NJ

July 20, 2009

Via FedEx

Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Attn: Ms. Loria Poole

Re: Name Designation for DGM Holding Corp.
CO&D Ref: 500516.004

Dear Ms. Poole:

We are the attorneys for DGM Holding Corp., who requests it be registered to business in the State of Florida.

Previously, our application had been submitted on or around July 14, 2009. The application was denied, due to the existence of a similar entity, DGM Holdings, LLC.


Accordingly, we have amended our filing, and requested the name "DGM Holding Corp. of New York" be used as a "doing business as" name. Enclosed, please find the original application, with this amendment along with your letter of July 14th. We trust that this is sufficient to complete the registration process for DGM Holding Corp.

In the meantime, should you have any questions or comments, please feel free to contact the undersigned at 516-767-3600.

In advance, thanking you for your time and consideration, we remain,

Respectfully yours,

CHALOS, O'CONNOR & DUFFY



Andrew J. Warner

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

DGM Holding Corp. of New York

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

2. New York 3. 20-1311401
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. May 27, 2004 5. Perpetual
(Date of incorporation) (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. 49 Watermill Lane, Great Neck, NY 11021
(Principal office address)

49 Watermill Lane, Great Neck, NY 11021
(Current mailing address)

8. Engage in any lawful act or activity for which corporations may be organized.
(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

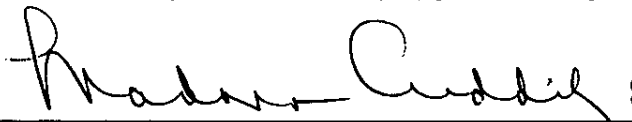
Plantation, Florida 33324
(City) (Zip code)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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.



**Madonna Cuddihy
Special Assistant Secretary**

(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: Mr. David Elua

Address: 49 Watermill Lane, Great Neck, NY 11021

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Mr. David Elua

Address: 49 Watermill Lane, Great Neck, NY 11021

Vice President: Mr. Nikolai Pirskhalaichvili

Address: 49 Watermill Lane, Great Neck, NY 11021

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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. David Elua - President

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

State of New York
Department of State } ss:

I hereby certify, that the Certificate of Incorporation of DGM HOLDING CORP. was filed on 05/27/2004, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation.

*WITNESS my hand and the official seal
of the Department of State at the City of
Albany, this 07th day of July two
thousand and nine.*

200907080173 51

