

F09000003887

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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WAIT

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MAIL

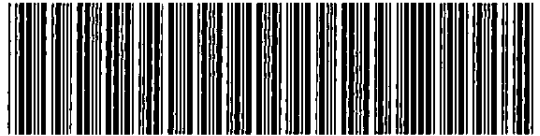
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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08/07/09--01020--007 \*\*78.75

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09 SEP 30 PM 4:23

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

MRS  
10/1

1009-36144

## COVER LETTER

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** IMAP International, Inc.  
Name of Corporation – must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida", "Certificate of Existence", or "Certificate of Good Standing" and check are submitted to register the above referenced not for profit corporation to conduct its affairs in Florida.

Please return all correspondence concerning this matter to the following:

Mark Esbeck, President  
Name of Person

IMAP International, Inc.  
Firm/Company

6000 Cattleridge Drive, Suite 300  
Address

Sarasota, FL 34232  
City/State and Zip Code

ruthy.hyatt@imap.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Ruthy Hyatt at ( 941 ) 378-5500  
Name of Person Area Code & Daytime Telephone Number

**MAILING ADDRESS:**  
New Filing Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**STREET/COURIER ADDRESS:**  
New Filing Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

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

August 10, 2009

MARK ESBECK  
IMAP, INC.  
6000 CATTLERIDGE DRIVE, SUITE 300  
SARASOTA, FL 34232

SUBJECT: IMAP, INC.  
Ref. Number: W09000036144

We have received your document for IMAP, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, and Inc.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

If you have any questions concerning the filing of your document, please call (850) 245-6879.

Ruby Dunlap  
Regulatory Specialist II

Letter Number: 409A00027262

*re-register using a  
different name because  
someone is already  
using IMAP, Inc.*

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TALLAHASSEE FLORIDA

**BOARD RESOLUTION OF IMAP, INC.  
TO ADOPT A TRADE NAME  
DULY PASSED ON SEPTEMBER 8, 2009**

**ADOPTION OF A TRADE NAME**

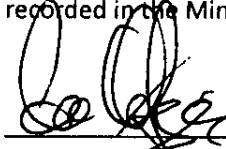
WHEREAS, IMAP, INC. desires to adopt a trade name under which to conduct business, in the State of Florida and perhaps elsewhere, be it:


RESOLVED, that IMAP, INC. adopts the trade name IMAP International, Inc., as an assumed name for the conduct of certain business activities, and, be it:


RESOLVED, that the officers of this corporation are and each acting alone is, hereby authorized to do and perform any and all such acts, including execution of any and all documents and certificates, as such officers shall deem necessary or advisable, to carry out the purposes and intent of the foregoing resolutions.

RESOLVED FURTHER, that any actions, taken by such officers prior to the date of the foregoing resolutions adopted hereby that are within the authority conferred thereby are hereby ratified, confirmed and approved as the acts and deeds of this corporation.

It is hereby certified by the undersigned that the foregoing resolution was duly passed by the Board of Directors of the above-named Company on the 8<sup>th</sup> day of September, 2009, in accordance with the Memorandum or By-Laws and Articles of Incorporation of the Company and the laws and by-laws governing the Company and that the said resolution has been duly recorded in the Minute Book and is in full force and effect.

  
(DIRECTOR)

  
(DIRECTOR)

  
(DIRECTOR)

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TALLAHASSEE FLORIDA

### RESOLUTION TO ADOPT A TRADE NAME

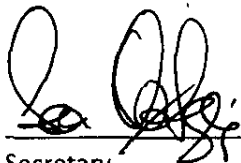
WHEREAS, the CORPORATION desires to adopt a trade name under and style under which to conduct business, be it:

RESOLVED, that the Corporation adopted the trade name IMAP International, Inc. as an assumed name for the conduct of certain business activities, and, be it:

RESOLVED FURTHER, that the President of the Corporation is to record the adoption and use of said fictitious name with the appropriate entity responsible for maintaining public records.

The undersigned hereby certifies that he/she is the duly elected and qualified Secretary and the custodian of the books and records and seal of IMAP Inc., a corporation duly formed pursuant to the laws of the State of Delaware and that the foregoing is a true record of a resolution duly adopted at a meeting of the IMAP Inc. Board of Directors and that said meeting was held in accordance with state law and the Bylaws of the above-named Corporation on September 8, 2009, and that said resolution is now in full force and effect without modification or rescission.

IN WITNESS WHEREOF, I have executed my name as Secretary of the above-named Corporation this 8 of September, 2009.

A handwritten signature in black ink, appearing to read 'Søren Nørbjerg', is written over a horizontal line.

Secretary  
Søren Nørbjerg

**APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:*

1. IMAP International, Inc.  
(Name of corporation: must include the word "INCORPORATED" or "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)
2. Delaware 3. 36-3746307  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. July 26, 1990 5. Perpetual  
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon receipt  
(Date first conducted affairs in Florida if prior to registration. See sections 617.1501 & 617.1502, F.S. to determine penalty liability.)
7. 6000 Cattleridge Drive, Suite 300, Sarasota, FL 34232  
(Principal office address)  
Same as above  
(Current mailing address)
8. A marketing & administrative company owned by independent M&A boutiques wishing to collaborate together and market their world wide connectivity  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box **NOT** acceptable)  
Name: Mark Esbeck, President  
Office Address: 6000 Cattleridge Drive, Suite 300  
Sarasota, Florida 34232  
(City) (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.*

Mark Esbeck  
(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 addresses of officers and/or directors:

**A. DIRECTORS**

Chairman: Karl Fesenmeyer

Address: M&A Consultants AG

Theodor Heuss Anlage 12, Mannheim D-68165, Germany

Vice Chairman: Dimitri Abudi

Address: IGC Partners

Av Brigadeiro Faria Lima 2179, 1st Floor, Sao Paulo - SP, Brazil 01452-000

Director: (See attached list)

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS**

President: Mark Esbeck

Address: 6000 Cattleridge Drive, Suite 300

Sarasota, Florida 34232

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: Soren Norberg

Address: Adviser K/S, Sondergade 53, Aarhus, DK 8000, Denmark

Treasurer: Scott Eisenberg

Address: Amherst Partners, 255 E. Brown St., Suite 120, Birminham, MI 48009

NOTE: |



application listing additional officers and/or directors.

13. \_\_\_\_\_

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. \_\_\_\_\_

Mark Esbeck

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

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**IMAP BOARD OF DIRECTORS  
2008-2009**

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Dimitri Abudi  
Av Brigadeiro Faria Lima 2179, 1st Floor  
São Paulo - SP, 01452-000  
Brazil

Gorgon Gregory  
2049 Century Park East  
Suite 350  
Los Angeles, CA 90067  
United States

Michel Champsaur  
31-33, rue de la Baume  
Paris, F-75008  
France

Ian Leaman  
57a Catherine Place  
London, SW1E 6DY  
United Kingdom

Peter Church  
Level 37, Grosvenor Place  
225 George Street  
Sydney, 2000  
Australia

Andy Moore  
9 Colmore Row  
Birmingham, B3 2BJ  
United Kingdom

Michael Drury  
6985 South Union Park Avenue  
#650  
Salt Lake City, UT 84047  
United States

Soren Norbjerg  
Dalgas Avenue 48  
8000 Aarhus C  
Aarhus, DK 8000  
Denmark

Scott Eisenberg  
255 E. Brown St., Suite 120  
Birmingham, MI 48009  
United States

Istvan Preda  
Millenáris House  
Lövház u. 39.  
Budapest, 1024  
Hungary

Mark Esbeck  
6000 Cattleridge Drive, Suite 300  
Sarasota, Florida 34323  
United States

Karl Fesenmeyer  
Theodor Heuss Anlage 12,  
Mannheim, D-68165  
Germany



# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "IMAP, 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 THIRTIETH DAY OF JULY, A.D. 2009.


FILED  
09 SEP 30 PM 4:23  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

2237285 8300

090628659



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

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7449130

DATE: 07-30-09