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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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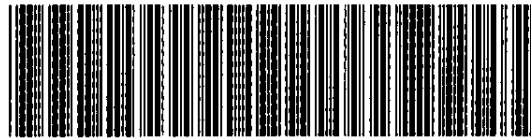
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2010 JUN -1 A 9:45

FILED



Comelio, Inc. | 201 S Biscayne Blvd, 28th Floor | Miami, FL 33131

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

RECEIVED
10 MAY 27 PM 12:22

5/7/2010

Dear Sir or Madam:

Attached are all the required documents regarding Comelio, Inc.'s application for a Foreign For-Profit Corporation, including:

- Florida Department of State Division of Corporations – Florida Foreign For-Profit Application
- Original Certificate of Incorporation (German)
- Translated Certificate of Incorporation
- Original Certificate of Good Standing (German)
- Translated Certificate of Good Standing
- Declaration of truthful translation from Translator

The payment was sent separately a few weeks ago, and shows up in a search for "Comelio" on Sunbiz's website.

For any further questions, please feel free to contact our American representative Philip Lucsok either by telephone (786) 245-7210 or by email at philip.lucsok@comelio.com.

Sincerely,

Marcus Wiederstein
Director
Comelio GmbH

Comelio
Goethestraße 37 · D-10556 Berlin
Tel: 030 46103398-0 · Fax: 030 3643328-9
www.comelio.com · info@comelio.com

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Comello GmbH, 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," or "Certificate of Good Standing" 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:

Marcus Wiederstein

Name of Person

Comello

Firm/Company

201 South Biscayne Blvd, 28th Floor

Address

Miami, FL 33131

City/State and Zip code

marcus.wiederstein@comello.com ✓

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

For further information concerning this matter, please call:

Marcus Wiederstein

Name of Person

at (786) 245 - 7210

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. Comelio GmbH, 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. Germany

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

3. N/A

(FEI number, if applicable)

4. 1/19/2010

(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. Comelio GmbH, 201 South Biscayne Blvd, 28th Floor, Miami, FL, 33131

(Principal office address)

(Current mailing address)

8. IT Services and any other lawful business

(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: Spiegel & Utrera, P.A.

Office Address: 1840 SW 22nd St

Miami, Florida 33145

(City)

(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.

SPIEGEL & UTRERA, P.A.

By: 

Natalia Utrera, Vice-President

(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.

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TALLAHASSEE FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Marcus Wiederstein

Address: c/o Comelio, 201 South Biscayne Blvd, 28th Floor
Miami, FL 33131

Vice Chairman: Marco Skulschus

Address: c/o Comelio, 201 South Biscayne Blvd, 28th Floor
Miami, FL 33131

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

13. M. Wiederstein M. Skulschus

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

14. Marcus Wiederstein, Director

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



Comelio

— Zweigstelle Berlin —

Goethestraße 34 • D-13086 Berlin
Tel: 030-36403398-0 • Fax: 030-36403398-9
www.comelio.com • info@comelio.com

April 1, 2010

To whom it may regard:

I, Philip Lucsok, hereby declare that the documents of Comelio GmbH/ Comelio, Inc. are truthfully translated from German to English for the registration of a foreign corporation to Sunbiz/Florida Department of state. For any further questions, please feel free to contact me by phone at (786) 245-7210 or by email at philip.lucsok@comelio.com.

Sincerely,


Philip Lucsok

Goethestraße 34 • D-13086 Berlin
Tel: 030-36403398-0 • Fax: 030-35403398-9
www.comelio.com • info@comelio.com
philip.lucsok@comelio.com

Comelio, Inc.
201 S Biscayne Blvd
Miami, FL 33131
(786) 245-7210

Comelio GmbH
Goethestraße 34
13086 Berlin
GERMANY

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2010 JUN -1 A 9 46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Up-to-date Hard Copy

HRB 124243 B

Commercial Registry Department B
District Court of Charlottenburg

1. Number of registrations

1 Registration

2.a) Business

Comelio GmbH

b) Registered office, branch office, domestic business address, authorized recipient

Berlin

Goethestraße 34, 13086 Berlin

c) Corporate purpose

Software development, sales of software as well as IT-consultation and training.

3. Initial capital/equity

25,000.00 EUR

4.a) Common Procuration

The company has one or more managing directors. If one managing director is appointed, he is representing the company alone. If more managing directors are appointed, the company is represented commonly by two managing directors or by one managing director together with a director with appointed signatory power. Power/permission of single representation may be given.

b) Board of Directors, Management body, Business directors, Authorized to Represent and special Power of Representation

Executive directors:

With the authority of representing the company by himself and the authority of signing/closing (up) acts of law (or acts of legal significance) by himself or as the representative of a third party

Skulschus, Marco, *04/06/1978, Essen (Germany)

Wiederstein, Marcus, *04/27/1971, Essen (Germany)

6.a) Legal form of company, inception, Articles of Incorporation

Company with limited liability

Articles of Incorporation from: 10/30/2000

Last modified: 10/09/2009

7.a) Date of most recent registration of Incorporation

1/19/2010

Aktueller Ausdruck

HRB 124243 B

Handelsregister Abteilung B
Amtsgericht Charlottenburg

1. Anzahl der bisherigen Eintragungen

1 Eintragung(en)

2.a) Firma

Comelio GmbH

b) Sitz, Niederlassung, inländische Geschäftsanschrift, empfangsberechtigte Person, Zweigniederlassungen

Berlin

Goethestraße 34, 13086 Berlin

c) Gegenstand des Unternehmens

Softwareentwicklung, der Vertrieb von Software sowie IT-Beratung und Schulung.

3. Grund- oder Stammkapital

25.000,00 EUR

4.a) Allgemeine Vertretungsregelung

Ist ein Geschäftsführer bestellt, so vertritt er die Gesellschaft allein. Sind mehrere Geschäftsführer bestellt, wird die Gesellschaft gemeinschaftlich durch zwei Geschäftsführer oder durch einen Geschäftsführer in Gemeinschaft mit einem Prokuristen vertreten. Alleinvertretungsbefugnis kann erteilt werden.

b) Vorstand, Leitungsorgan, geschäftsführende Direktoren, persönlich haftende Gesellschafter, Geschäftsführer, Vertretungsberechtigte und besondere Vertretungsbefugnis

Geschäftsführer:

mit der Befugnis die Gesellschaft allein zu vertreten mit der Befugnis Rechtsgeschäfte mit sich selbst oder als Vertreter Dritter abzuschließen

Skulschus, Marco, *06.04.1978, Essen

Wiederstein, Marcus, *27.04.1971, Essen

6.a) Rechtsform, Beginn, Satzung oder Gesellschaftsvertrag

Gesellschaft mit beschränkter Haftung

Gesellschaftsvertrag vom: 31.10.2000

Zuletzt geändert am: 09.10.2009

7. Tag der letzten Eintragung

19.01.2010

Information in Regards to Matters of Tax
Presentation of Payment

By:
Because of:

For the Finance Office
For Corporations II Magdalenen Str. 25 10365 Berlin

A. Declaration of the Applicant

1. Personal Information

Name, Company: Comelio GmbH	First Name:
Birthdate, Date of Formation	
Company Address, Street, Number, Area Of Residence: Goethestr. 34, 13086 Berlin	

2. Will you be fiscally controlled by the Financial Office?

☒ Yes, with

Finance Office: Corporations II	Tax Number: 1137/175/21618
---------------------------------	----------------------------

☐ No

3. If No, Were you previously fiscally controlled by a Financial Office?

☐ Yes, with

Finance Office:	Tax Number:
-----------------	-------------

☐ No

I/We hereby grant authorization to the Financial Office to certify the disclosure of information in regards to matters of tax.

Location, Date, Signature

BERLIN, 5/7/2010

B. Certification of the Finance Office

(Only valid in the original with the official seal and signature)

1. This is to fiscally certify that the above designated applicant

☐ will not be controlled

☒ will be controlled for the following types of taxes:

☒ Sales Tax ☒ Business Tax ☐ Income Tax

☒ Wage Income Tax ☒ Corporate Tax ☐

2. At this time there persist

☒ No debts of taxes

☐ Debts through service charges to the amount of: _____ EUR deferred to _____ EUR

☐ Payment by installments is arranged monthly to the amount of: _____ EUR

and will be deposited: ☐ punctually. ☐ unpunctually.

☐ Forceful measures are: ☐ granted. ☐ not granted.

☐ Insolvency proceedings are pending.

☐ The certificate limits itself to business tax and wage income tax, which is controlled by the local branch of the Finance Office.

3. The tax returns through 2008 are available.

4. The turnover tax return for sales/purchases up until and through Dec. 2009 is available.

This validation of the certificate expires on December 31, 2010.

Financial Office: Corporations II

Berlin, the 12th of March 2010

Tax number 37/175/21618

Magdalenenstr. 25, 10365 Berlin

(always provide the tax number in correspondence)

Room 4128

Tel. ext. 9024 - 29827

Company:

- 290

Comelio GmbH

Goethestr. 34

13086 Berlin

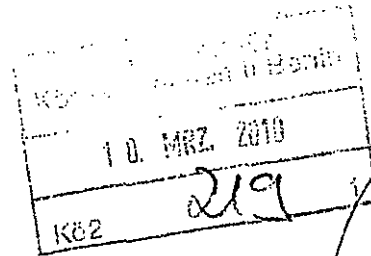
Auskunft in Steuersachen
zur Vorlage

bei
wegen

An das

Finanzamt

für Körperschaften IV
Magdalenenstr. 25
10365 Berlin



A. Erklärung des Antragstellers

1. Angaben zur Person

Name, Firma <i>Comelio GmbH</i>	Vorname
Geburtstag, Gründungsdatum	Familienstand, Rechtsform
Wohnort, Firmensitz, Straße, Hausnummer <i>Goethestr. 34, 13086 Berlin</i>	

2. Werden Sie bereits bei einem Finanzamt steuerlich geführt?

☒ ja, beim	Finanzamt <i>Körperschaften IV</i>	Steuernummer <i>1137/175/21618</i>	☐ nein
--	---------------------------------------	---------------------------------------	-------------------------------

3. Wenn nein: Wurden Sie früher bei einem Finanzamt steuerlich geführt?

☐ ja, beim	Finanzamt	Steuernummer	☐ nein
-----------------------------------	-----------	--------------	-------------------------------

Ich/Wir ermächtige(n) Sie hiermit, dem öffentlichen Auftraggeber im Sinne der beantragten Bescheinigungen Auskunft zu erteilen.

Ort, Datum, Unterschrift

Berlin, 08.03.2010

Comelio

Zweigstelle Berlin
Goethestraße 34 • D-13086 Berlin
Tel: 030-36403398-0 • Fax: 030-36403398-9
www.comelio.com • info@comelio.com

B. Bescheinigung des Finanzamts

(nur gültig im Original mit Dienststempel und Unterschrift)

1. Hiermit wird bescheinigt, dass der umseitig bezeichnete Antragsteller hier steuerlich

☐ nicht geführt wird

☒ für folgende Steuerarten geführt wird

☒ Umsatzsteuer

☒ Gewerbesteuer

☐ Einkommensteuer

☒ Lohnsteuer (Arbeitgeber)

☒ Körperschaftsteuer

☐

2. Zurzeit bestehen

☒ keine Steuerrückstände

☐ Rückstände einschl. Nebenforderungen in Höhe von

EUR

davon gestundet

EUR

☐ Ratenzahlungen in Höhe von

EUR

monatlich sind vereinbart

und werden ☐ pünktlich

☐ nicht pünktlich geleistet

☐ Vollstreckungsmaßnahmen sind ☐ eingeleitet ☐ ausgesetzt.

☐ Ein Vergleichs-/ Konkurs-/ Insolvenzverfahren ist anhängig.

☐ Die Bescheinigung beschränkt sich auf die Gewerbe- und Lohnsteuer der beim hiesigen Finanzamt geführten Betriebsstätte.

3. Die Steuererklärungen liegen bis einschließlich 2008 vor.

4. Die Umsatzsteuervoranmeldungen liegen bis einschließlich Dezember 2009 vor.

Diese Bescheinigung verliert ihre Gültigkeit am

31.12.2010

Colina



Finanzamt

für Körperschaften II

Steuernummer

37/175/21618

(im Schriftverkehr stets Steuernummer angeben)

Berlin, den

12.03.10

Magdalenenstr. 25, 10365 Berlin

Zimmer

4129

Telefon (Durchwahl)
(Vermittlung)

9024

w.o.

- 29827

- 290

Herrn / Frau / Firma

caudia GmbH
Goethestr. 34

13086 Berlin