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Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5368

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

FOREIGN PROFIT/NONPROFIT CORPORATION
TGH (US) Inc.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

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2011 FEB 16 PM 4:41

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FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

DIVISION OF CORPORATIONS

7 March 2011 FEB 17 2011

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: TGH (US) 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:

Denise Torgesen

Name of Person

TGH (US) Inc.

Firm/Company

8807 W. Sam Houston Pkwy N., Suite 200

Address

Houston, TX 77040

City/State and Zip code

denise.torgesen@f-e-t.com

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

For further information concerning this matter, please call:

Denise Torgesen

Name of Person

at (713) 351-7977

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. TGH (US) Inc.

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

Triton Group Holdings US

(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. 02-0797615

(FBI number, if applicable)

4. January 12, 2007

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. January 1, 2011

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 10642 W. Little York, Suite 200, Houston, TX 77041

(Principal office address)

W. Sam Houston Pkwy N, Suite 200, Houston, TX 77040

(Current mailing address)

8. Oil field services

(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)

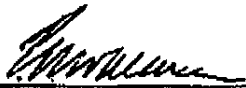
Florida

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.



(Registered agent's signature)

E.A. Wallace
Assistant 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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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: James W. Harris

Address: 8807 W. Sam Houston Pkwy N., Suite 200
Houston, TX 77040

Vice Chairman: Charles E. Jones

Address: 8807 W. Sam Houston Pkwy N., Suite 200
Houston, TX 77040

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Charles E. Jones

Address: 8807 W. Sam Houston Pkwy N., Suite 200
Houston, TX 77040

Vice President: James W. Harris

Address: 8807 W. Sam Houston Pkwy N., Suite 200
Houston, TX 77040

Secretary: James W. Harris

Address: 8807 W. Sam Houston Pkwy N., Suite 200

Treasurer: Tom Simms

Address: 8807 W. Sam Houston Pkwy N., Suite 200

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

13. _____

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. Denise Torgesen, Asst. Treasurer

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

**Attachment to
Application by Foreign Corporation For Authorization to Transact Business in Florida**

**TGH (US) Inc.
FEIN 02-0797615
Item 12 - Additional Officers**

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TALLAHASSEE, FLORIDA

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Senior Vice President and General Counsel	Jim McCulloch 8807 W. Sam Houston Pkwy N, Suite 200 Houston, TX 77040
Vice President	Euan Leask 8807 W. Sam Houston Pkwy N., Suite 200 Houston, TX 77040
Asst. Secretary	Kipp Schmitt 8807 W. Sam Houston Pkwy N., Suite 200 Houston, TX 77040
Asst. Treasurer	Dentse Torgesen 8807 W. Sam Houston Pkwy N., Suite 200

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TGH (US) 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 FIFTEENTH DAY OF FEBRUARY, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

STATE OF DELAWARE
TALLAHASSEE, FLORIDA

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8563302

DATE: 02-15-11