

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H11000085407 3)))



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**\*RE-SUBMIT\***

To:

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

Please retain original filing  
date of submission 3/29

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**  
**MFG (USA) Holdings, Inc.**

Certificate of Status	0
Certified Copy	0
Page Count	05 <sup>8</sup>
Estimated Charge	\$70.00

**SUPER RUSH  
PLEASE**

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2011 MAR 29 AM 10:47

Sent in wrong entity  
type on 3/29  
dec.

4/5/11

## COVER LETTER

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

**SUBJECT:** MFG (USA) 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," 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:

Robert Ormiston

Name of Person

Keystone Foods LLC

Firm/Company

Five Tower Bridge, 30 Barr Harbor Drive, Suite 600

Address

West Conshohocken, PA 19428

City/State and Zip code

robert.ormiston@keystonefoods.com

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

For further information concerning this matter, please call:

Susan DeMarco

at ( 215 ) 246-3123

Name of Person

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

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April 4, 2011

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

CT CORPORATION SYSTEM

SUBJECT: MFG (USA) HOLDINGS, INC.  
REF: W11000018896

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The complete document was not received. Please refax the complete document, including the electronic filing cover sheet.

If you have any further questions concerning your document, please call (850) 245-6928.

Tim Burch  
Regulatory Specialist II  
New Filing Section

FAX And. #: H11000085407  
Letter Number: 911A00008065

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date of submission 3/29

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DIVISION OF CORPORATIONS

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April 1, 2011

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

CT CORPORATION SYSTEM

SUBJECT: MFG (USA) HOLDINGS, INC.  
REF: W11000018418

We have received your electronically transmitted document. However, the document was submitted under the wrong electronic filing type and cannot be processed by this office.

To proceed, you must abandon this filing and resubmit your filing under the appropriate electronic filing type.

If you have any further questions concerning your document, please call (850) 245-6855.

Tammy Hampton  
Regulatory Specialist II  
Registration/Qualification Section

FAX Aud. #: H11000082213  
Letter Number: 211A00007882

**\*RE-SUBMIT\***

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date of submission 3/29

**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. MFG (USA) 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. 27-3622382

(FEI number, if applicable)

4. September 1, 2010

(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. 615 South Dupont Highway, Dover, DE 19901

(Principal office address)

c/o Keystone Foods LLC, Five Tower Bridge, 300 Barr Harbor Drive, Suite 600, West Conshohocken, PA 19428

(Current mailing address)

8. To carry on any lawful business, purpose or activity

(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)

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.*

CT Corporation System

By: \_\_\_\_\_

(Registered agent's signature)

**Connie Bryan**

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

**A. DIRECTORS**

Chairman: \_\_\_\_\_

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

Vice Chairman: \_\_\_\_\_

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

Director: Marcos Antonio Molina dos Santos

Address: c/o Keystone Foods LLC

Five Tower Bridge, 300 Barr Harbor Drive, Suite 600, West Conshohocken, PA 19428

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

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

**B. OFFICERS**

President: Marcos Antonio Molina dos Santos

Address: c/o Keystone Foods LLC

Five Tower Bridge, 300 Barr Harbor Drive, Suite 600, West Conshohocken, PA 19428

Vice President: John J. Coggins

Address: c/o Keystone Foods LLC

Five Tower Bridge, 300 Barr Harbor Drive, Suite 600, West Conshohocken, PA 19428

Secretary: John J. Coggins

Address: c/o Keystone Foods LLC, Five Tower Bridge, 300 Barr Harbor Drive, Suite 600, West Conshohocken, PA 19428

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

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. John J. Coggins, Vice President

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

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MFG (USA) 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 SEVENTEENTH DAY OF MARCH, 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.

2011 MAR 29 AM 10:40  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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110312599

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: 8632242

DATE: 03-17-11