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Florida Department of State
Division of Corporations
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To:

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

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1515

****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
Spirit USA Real Estate Investment Management Incorporated

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$87.50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11 MAY 20 PM 1:15

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14

FAX

To: DIVISION OF CORPORATIONS

Company:

Fax: 8506176381

Phone:

From: Jeanine Reynolds

Fax:

Phone: (850) 521-0821x2933

E-mail: jreynold@cscinfo.com

NOTES:

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FILED

11 MAY 20 PM 1:18

SECRETARY OF STATE
TALLAHASSEE, FLORIDAAPPLICATION 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. SPRIT USA Real Estate Investment Management Incorporated

(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. 45-2297222

(FEI number, if applicable)

4. May 12, 2011

(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. c/o Watson, Farley & Williams (New York) LLP, 1133 Avenue of the Americas, New York, NY 10036

(Principal office address)

c/o Watson, Farley & Williams (New York) LLP, 1133 Avenue of the Americas, New York, NY 10036

(Current mailing address)

8. Real Estate

(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

Florida 32301

(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.

Corporation Service Company

By: 

(Registered agent's signature)

Janet Budhu, Asst. Vice President

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Jean-Claude BertojoAddress: 32 Bld Victor HugoClichy, France 92110

Director: _____

Address: _____

B. OFFICERS

President: Mathias BertojoAddress: 32 Bld Victor HugoClichy, France 92110Vice President: Anita BrodzkaAddress: 32 Bld Victor HugoClichy, France 92110Secretary: Philippe ManteauAddress: 1133 Avenue of the Americas, New York, NY 10036Treasurer: Mathias BertojoAddress: 2 Bld Victor Hugo, Clichy, France 92110

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. PHILIPPE C.M. MANTEAU _____

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

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Delaware

PAGE 1
SECRETARY OF STATE
TALLAHASSEE, FLORIDA*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SPIRIT USA REAL ESTATE INVESTMENT MANAGEMENT INCORPORATED" 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 TWENTIETH DAY OF MAY, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SPIRIT USA REAL ESTATE INVESTMENT MANAGEMENT INCORPORATED" WAS INCORPORATED ON THE TWELFTH DAY OF MAY, A.D. 2011.


AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8776261

DATE: 05-20-11