

**F11000002598**

Florida Department of State  
Division of Corporations  
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**To:**

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

**From:**

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (561)694-8107  
Fax Number : (561)694-1639

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

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**FOREIGN PROFIT/NONPROFIT CORPORATION****Atkins US Holdings Inc.**

Certificate of Status	1
Certified Copy	0
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**FILED**  
11 JUN 23 PM 12:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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. Atkins US 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 3. \_\_\_\_\_  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 3/30/2006 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 4030 West Boy Scout Boulevard, Suite 700 Tampa, FL 33607  
(Principal office address)

(Current mailing address)

8. Any and all lawful activities  
(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: C. Ernest Edgar IV, Esq.

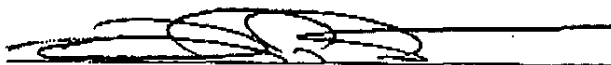
Office Address: 4030 West Boy Scout Boulevard, Suite 700

Tampa, Florida 33607  
(City) (Zip code)

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**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)

By: W. Phillip Palmisano, Attorney-In-Fact for C. Ernest Edgar IV, Esq.

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 business addresses of officers and/or directors:

**A. DIRECTORS**

Director: Keith E.F. Clarke

Address: 4030 West Boy Scout Boulevard, Suite 700  
Tampa, FL 33607

Director: Robert J. Paulsen

Address: 4030 West Boy Scout Boulevard, Suite 700  
Tampa, FL 33607

Director: Donald J. Vrana

Address: 4030 West Boy Scout Boulevard, Suite 700  
Tampa, FL 33607

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

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

**B. OFFICERS**

President: Please find Attached Addendum of Officers

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

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

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

Secretary: \_\_\_\_\_

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

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. W. Phillip Palmisano, Attorney-In-Fact for Robert J. Paulsen, Director

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

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**Addendum of Additional Officers for  
Atkins US Holdings Inc.**

Chief Executive Officer - Robert J. Paulsen

4030 West Boy Scout Boulevard, Suite 700  
Tampa, FL 33607

Senior Vice President/CFO/Treasurer - Donald J. Vrana

4030 West Boy Scout Boulevard, Suite 700  
Tampa, FL 33607

Senior Vice President/General Counsel/Secretary - C. Ernest Edgar IV

4030 West Boy Scout Boulevard, Suite 700  
Tampa, FL 33607

Senior Vice President - Michael M. Newton

4030 West Boy Scout Boulevard, Suite 700  
Tampa, FL 33607

Vice President - John Finochiaro

4030 West Boy Scout Boulevard, Suite 700  
Tampa, FL 33607

Vice President - Kathe R. Jackson

4030 West Boy Scout Boulevard, Suite 700  
Tampa, FL 33607

Vice President/Controller - Kimberly J. Newton

4030 West Boy Scout Boulevard, Suite 700  
Tampa, FL 33607

Assistant Secretary - James R. Steele, Jr.

4030 West Boy Scout Boulevard, Suite 700  
Tampa, FL 33607

# Delaware

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*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ATKINS US 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 TWENTY-FIRST DAY OF JUNE, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ATKINS US HOLDINGS INC." WAS INCORPORATED ON THE THIRTIETH DAY OF MARCH, A.D. 2006.

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

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

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TALLAHASSEE, FLORIDA

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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: 9850423

DATE: 06-21-11