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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 : BRINKLEY, MORGAN
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FOREIGN PROFIT/NONPROFIT CORPORATION

Sunseeker USA Holdings, Inc.

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

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July 25, 2011

FLORIDA DEPARTMENT OF STATE
Division of Corporations

BRINKLEY, MORGAN

SUBJECT: SUNSEEKER USA HOLDINGS, INC.
REF: W11000038861

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.

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

If you have any further questions concerning your document, please call (850) 245-6973.

Claretha Golden
Regulatory Specialist II
New Filing Section

FAX Aud. #: H11000186635
Letter Number: 711A00017466

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COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Sunseeker 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:

Kenneth J. Joyce

Name of Person

Brinkley Morgan

Firm/Company

200 E. Las Olas Blvd., 19th Floor

Address

Fort Lauderdale, FL 33301

City/State and Zip code

kenneth.joyce@brinkleymorgan.com

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

For further information concerning this matter, please call:

Kenneth J. Joyce

at (954) 522-2200

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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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. Sunseeker 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. 39-2078407

(FBI number, if applicable)

4. May 20, 2011

(Date of incorporation)

5. Perpetual

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

6. Not Applicable

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

7. Sunseeker House, West Quay Road, Poole, Dorset BH15 1JD, UK

(Principal office address)

Sunseeker House, West Quay Road, Poole, Dorset BH15 1JD, UK

(Current mailing address)

8. USA holding company for USA operations

(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: Kenneth J. Joyce

Office Address: 200 E. Las Olas Blvd., 19th Floor

Fort Lauderdale, Florida 33301
(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.


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

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A. DIRECTORS

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Chairman: Stewart McIntyre

Address: Sunseeker House, West Quay Road, Poole, Dorset BH15 1JD, UK

Vice Chairman: Sunny Thakrar

Address: Sunseeker House, West Quay Road, Poole, Dorset BH15 1JD, UK

Director: Neil McGowan

Address: Sunseeker House, West Quay Road, Poole, Dorset BH15 1JD, UK

Director: Sean Robertson

Address: Sunseeker House, West Quay Road, Poole, Dorset BH15 1JD, UK

B. OFFICERS

President: Stewart McIntyre

Address: Sunseeker House, West Quay Road, Poole, Dorset BH15 1JD, UK

Vice President: Sean Robertson

Address: Sunseeker House, West Quay Road, Poole, Dorset BH15 1JD, UK

Secretary: Neil McGowan

Address: Sunseeker House, West Quay Road, Poole, Dorset BH15 1JD, UK

Treasurer: Sunny Thakrar

Address: Sunseeker House, West Quay Road, Poole, Dorset BH15 1JD, UK

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

13. S.M.

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. Stewart McIntyre

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

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SECRETARY OF STATE
PALM BEACH COUNTY FLORIDA

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SUNSEKKER 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 TWENTY-FIFTH DAY OF JULY, A.D. 2011.

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

4984310 8300

110853209

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



Jeffrey W. Bullock
AUTHENTICATION: 8923179

DATE: 07-25-11

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