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Florida Department of State  
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To: Division of Corporations  
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From: Account Name : CORPORATION SERVICE COMPANY  
Account Number : I200000000195  
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Email Address: \_\_\_\_\_

**FOREIGN PROFIT/NONPROFIT CORPORATION  
SBD HOLDINGS GROUP CORP.**

Certificate of Status	0
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STATE OF FLORIDA  
TALLAHASSEE

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Electronic Filing Menu

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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. SBD Holdings Group Corp.

(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. 45-2818549

(FEI number, if applicable)

4. July 22, 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. 320 Park Avenue, Suite 1600, New York, NY 10022

(Principal office address)

320 Park Avenue, Suite 1600, New York, NY 10022

(Current mailing address)

8. Own intellectual property

(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, Florida 32301

(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.*

Corporation Service Company

By: Carina L. Dunlap

(Registered agent's signature)

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

**A. DIRECTORS**

Chairman: See Exhibit A attached hereto

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

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

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

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

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

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

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

**B. OFFICERS**

President: See Exhibit A attached hereto

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. Elise Donahue \_\_\_\_\_

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. Elise Donahue, Chief Executive Officer

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

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**Exhibit A**  
**Officers and Directors**

<b><u>Name and Title</u></b>	<b><u>Address</u></b>
Elise Donahue - Chief Executive Officer and Director	320 Park Avenue, Suite 1600 New York, NY 10022
J. David Basto - Treasurer and Director	320 Park Avenue, Suite 1600 New York, NY 10022
Daniel Penn - Secretary and Director	320 Park Avenue, Suite 1600 New York, NY 10022

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TALLAHASSEE, FLORIDA

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SBD HOLDINGS GROUP CORP." 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 FIRST DAY OF AUGUST, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SBD HOLDINGS GROUP CORP." WAS INCORPORATED ON THE TWENTY-SECOND DAY OF JULY, A.D. 2011.

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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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at [corp.delaware.gov/authvar.shtml](http://corp.delaware.gov/authvar.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8940088

DATE: 08-01-11