

F110000003328

(Requestor's Name)

(Address)

(Address)


(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

(Business Entity Name)

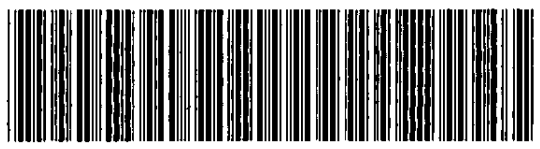
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:  


Office Use Only

608-611-547-647  
1010000009163



100167251281

02/22/10--01051--021 \*\*78.75

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
11 AUG 15 PM 2:59

Bm 8/17/11

R.G. MICHALS HOLDING, INC.

2650 N Military Trail, Ste 210  
Boca Raton, Fl, 33431

RECEIVED

11 AUG 15 PM 1:20

DIVISION OF CORPORATIONS

August 10, 2011

New Filing Section  
Division of Corporations  
P O Box 6327  
Tallahassee, Fl 32314  
Attention: Becky McKnight

Dear Becky:

Enclosed are the pages you requested. Section 9 has been completed and section 10 signed. Section 13 and 14 have been completed. Also enclosed are the 2 certificates of status from the State of New York.

Should you need any additional information, please do not hesitate to contact me at 561-962-2444 or email me at [bprol@aegiscap.com](mailto:bprol@aegiscap.com).

Thank you for your assistance in getting R.G. Michals Holding registered in Florida.

Very truly yours,



Barbara Prol  
Assistant to Sanford Steinberg

11 AUG 15 PM 2:53

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**COVER LETTER**

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

**SUBJECT:** R.G. MICHALS 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:

RAFFAELE GAMBARDIELLA  
Name of Person

R.G. MICHALS HOLDINGS, INC  
Firm/Company

40 WALL STREET, 46th Floor.  
Address

NEW YORK, NY, 10005  
City/State and Zip code

R.GAMBARDIELLA@GUNNALLEN.COM  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

RAFFAELE GAMBARDIELLA at (212) 806 6302  
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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 23, 2010

RAFFAELE GAMBARDELLA  
40 WALL STREET  
46TH FLOOR  
NEW YORK, NY 10005

SUBJECT: R.G. MICHALS HOLDINGS, INC.  
Ref. Number: W10000009163

We have received your document for R.G. MICHALS HOLDINGS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You have submitted an application which does not meet the current requirements of the Florida Statutes. You may complete our current form or amend your application to include the required information.

We are enclosing the proper form(s) with instructions for your convenience.

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

Claretha Golden  
Regulatory Specialist II  
New Filing Section

Letter Number: 310A00004484



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

March 4, 2010

RAFFAELE GAMBARDELLA  
40 WALL STREET  
46TH FLOOR  
NEW YORK, NY 10005

SUBJECT: R.G. MICHALS HOLDINGS, INC.  
Ref. Number: W1000009163

We have received your document for R.G. MICHALS HOLDINGS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document is illegible and not acceptable for imaging. We ask that you type or carefully print the information in the appropriate blocks.

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

The registered agent must sign accepting the designation.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

Claretha Golden  
Regulatory Specialist II  
New Filing Section

Letter Number: 910A00005401

**COVER LETTER**

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

**SUBJECT:** R.G. Michals 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:

Raffaello Gambardella  
Name of Person

R.G. Michals Inc.  
Firm/Company

40 Wall St. New York NY 10005  
Address

New York NY 10005  
City/State and Zip code

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

For further information concerning this matter, please call:

Raffaello Gambardella at (800) 380-4241  
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

**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. R.G. Michals 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. New York 3. 13-4012714  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 05/21/1998 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 40 Wall Street 46th Floor New York, NY 10005  
(Principal office address)

Same  
(Current mailing address)

8. Administrative lease of space for financial services business  
(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: Sanford Steinberg

Office Address: 2650 N. Military Trail Suite 210

Boca Raton, Florida 33431  
(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.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
11 AUG 15 PM 2:53

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

**A. DIRECTORS**

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

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

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

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

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

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

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

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

**B. OFFICERS**

President: Raffaele Gambardella

Address: 5 Center Drive

Syosset NY 11791

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 listed in number 12 of the application)

14. Raffaele Gambardella President

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
11 AUG 15 PM 2:53



**State of New York**  
**Department of State** } ss:

I hereby certify, that the Certificate of Incorporation of R.G. MICHALS HOLDINGS, INC. was filed on 05/22/1998, under the name of ITALISH HOLDING CORP., with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation.

A Certificate of Amendment ITALISH HOLDING CORP., changing its name to R.G. MICHALS HOLDINGS, INC., was filed 10/15/2002.

\*\*\*

WITNESS my hand and the official seal  
of the Department of State at the City of  
Albany, this 17th day of March two  
thousand and ten.



First Deputy Secretary of State

201003180120 102

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
11 AUG 15 PM 2:53