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FOREIGN PROFIT/NONPROFIT CORPORATION
Fleet Solutions Holdings Inc.

| | |
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MRB 8/25

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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. Fleet Solutions Holdings Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Ltd.," "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.

(FEI number, if applicable)

4. July 26, 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. 10250 Constellation Blvd., Suite 3400, Los Angeles, CA 90067

(Principal office address)

10250 Constellation Blvd., Suite 3400, Los Angeles, CA 90067

(Current mailing address)

8. Any lawful act or activity.

(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: Registered Agent Solutions, Inc.

Office Address: 155 Office Plaza Dr. Suite A

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.

(Registered agent's signature) Eric Wolz, Assistant Secretary

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 attached "Exhibit A"

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

B. OFFICERS

President: See attached "Exhibit A"

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 listed in number 12 of the application)

14.

Sergey Kulyagin, Vice President and Assistant Secretary

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

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Exhibit A

Officers and Directors of Fleet Solutions Holdings Inc.

Officers:

| | |
|---------------------|--|
| Frederick S. Cromer | President 10250 Constellation Blvd., Suite 3400, Los Angeles, CA 90067 |
| Elias Habayeb | Chief Financial Officer and Treasurer 10250 Constellation Blvd., Suite 3400, Los Angeles, CA 90067 |
| Pamela S. Hendry | Secretary and Assistant Treasurer 10250 Constellation Blvd., Suite 3400, Los Angeles, CA 90067 |
| Kurt H. Schwarz | Senior Vice President and Controller 10250 Constellation Blvd., Suite 3400, Los Angeles, CA 90067 |
| Heinrich Loechteken | Senior Vice President 10250 Constellation Blvd., Suite 3400, Los Angeles, CA 90067 |
| Craig Segor | Vice President 10250 Constellation Blvd., Suite 3400, Los Angeles, CA 90067 |
| Sergey Kulyagin | Vice President and Assistant Secretary 10250 Constellation Blvd., Suite 3400, Los Angeles, CA 90067 |

Directors:

| | |
|---------------------|--|
| Frederick S. Cromer | 10250 Constellation Blvd., Suite 3400, Los Angeles, CA 90067 |
| Heinrich Loechteken | 10250 Constellation Blvd., Suite 3400, Los Angeles, CA 90067 |
| Kurt H. Schwarz | 10250 Constellation Blvd., Suite 3400, Los Angeles, CA 90067 |

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Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FLEET SOLUTIONS 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-THIRD DAY OF AUGUST, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FLEET SOLUTIONS HOLDINGS INC." WAS INCORPORATED ON THE TWENTY-SIXTH 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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You may verify this certificate online at <http://delaware.gov/authver.shtml>



Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8985793

DATE: 08-23-11