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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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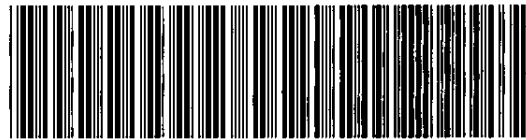
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: PANACEA AFTERMARKET USA CORP.

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:

WALTER H. MESSICK

Name of Person

GALVAN MESSICK, LLP

Firm/Company

1900 CORPORATE BLVD., SUITE 101 WEST

Address

BOCA RATON, FL 33431

City/State and Zip code

MESSICKW@BELLSOUTH.NET

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

For further information concerning this matter, please call:

WALTER H. MESSICK

Name of Person

at (561) 995-8868

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. PANACEA AFTERMARKET USA 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. _____

(FEI number, if applicable)

4. AUGUST 8, 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. 7770 SW JACK JAMES DR., STUART, FL 34997

(Principal office address)

1350 SHERBROOKE ST. WEST, SUITE 700, MONTREAL, QUEBEC, CANADA H3G 2T4

(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: GALVAN MESSICK, LLP

Office Address: 1900 CORPORATE BLVD., STE 101 WEST

BOCA RATON

(City)

, Florida 33431

(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.

Galvan Messick, LLP
by Walter H. Merink

(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.

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

A. DIRECTORS - see attached Addendum for additional Directors

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: DONALD MARTINDALE

Address: 1350 SHERBROOKE ST. WEST, SUITE 700, MONTREAL, QUEBEC, CANADA H3G 2T4

Director: MIKE ROSENBLOOM

Address: 1350 SHERBROOKE ST. WEST, SUITE 700, MONTREAL, QUEBEC, CANADA H3G 2T4

B. OFFICERS

President: DONALD MARTINDALE

Address: 1350 SHERBROOKE ST. WEST, SUITE 700, MONTREAL, QUEBEC, CANADA H3G 2T4

Vice President: MIKE ROSENBLOOM

Address: 1350 SHERBROOKE ST. WEST, SUITE 700, MONTREAL, QUEBEC, CANADA H3G 2T4

Secretary: MARIA BEROS

Address: 1350 SHERBROOKE ST. WEST, SUITE 700, MONTREAL, QUEBEC, CANADA H3G 2T4

Treasurer: MARIA BEROS

Address: 1350 SHERBROOKE ST. WEST, SUITE 700, MONTREAL, QUEBEC, CANADA H3G 2T4

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

13. Maria Beros

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. MARIA BEROS

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

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ADDENDUM FOR ITEM 12.A DIRECTORS

NAME: MARIA BEROS

ADDRESS: 1350 SHERBROOKE ST. WEST, SUITE 700, MONTREAL, QUEBEC,
CANADA H3G 2T4

NAME: XIAO YAN ZHANG

ADDRESS: 1350 SHERBROOKE ST. WEST, SUITE 700, MONTREAL, QUEBEC,
CANADA H3G 2T4

NAME: VALERIE ROSENBLOOM

ADDRESS: 1350 SHERBROOKE ST. WEST, SUITE 700, MONTREAL, QUEBEC,
CANADA H3G 2T4

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TALLAHASSEE, FLORIDA

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Delaware

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The First State

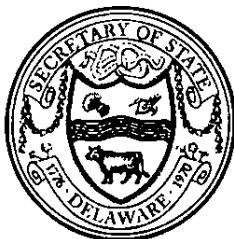
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PANACEA AFTERMARKET USA CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SECOND DAY OF AUGUST, A.D. 2011.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8983369

DATE: 08-22-11