

Florida Department of State
Division of Corporations
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FOREIGN PROFIT/NONPROFIT CORPORATION
MAGNOLIA AMERICAS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

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12/12/11

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Magnolia Americas, 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:

Colleen Gavin

Name of Person

c/o Duane Morris LLP

Firm/Company

1540 Broadway

Address

New York, NY 10036

City/State and Zip code

cagavin@duanemorris.com

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

For further information concerning this matter, please call:

Colleen Gavin

at (212)

471-1820

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 6329
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. MAGNOLIA AMERICAS, INC.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Ltd.," "Co., Ltd.," or "Co., Ltd.")
- (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) (File number, if applicable)
3. August 15, 2007
(Date of incorporation)
4. perpetual
(Duration: Yes, corp. will cease to exist on "perpetual")
5. _____
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
6. 5201 Blue Lagoon Drive, Suite 800, Miami, FL 33126
(Principal office address)
- c/o Duane Morris LLP, 1540 Broadway, New York, NY 10036
(Current mailing address)
7. to engage in any lawful act or activity for which corporations may be organized
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
8. Name and street address of Florida registered agent: (P.O. Box No. (acceptable))
Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee Florida 32301
(City) (Zip code)
9. 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.
Stephanie K. Milnes
Assistant Vice President

10. 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: Boris Kraft

Address: c/o Duane Morris LLP, 1540 Broadway, New York, NY 10036

Vice Chairman: Pascal Mangold

Address: c/o Duane Morris LLP, 1540 Broadway, New York, NY 10036

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Boris Kraft

Address: c/o Duane Morris LLP, 1540 Broadway, New York, NY 10036

Vice President: _____

Address: _____

Secretary: Pascal Mangold

Address: c/o Duane Morris LLP, 1540 Broadway, New York, NY 10036

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

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 § 87.155, P.S.

14. Boris Kraft, Director

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

71-11
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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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 "MAGNOLIA AMERICAS, 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 NINTH DAY OF DECEMBER, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MAGNOLIA AMERICAS, INC." WAS INCORPORATED ON THE SIXTEENTH DAY OF AUGUST, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

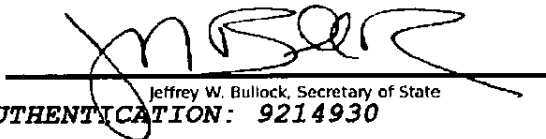
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at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9214930

DATE: 12-09-11