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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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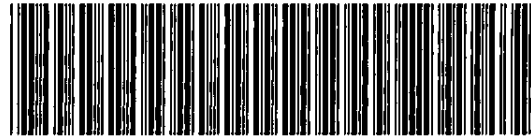
(Business Entity Name)

(Document Number)

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for 12/28/11

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Prague Development & Investment SE, 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:

ERIN C. JONES

Name of Person

KERKERING, BARBERIO & CO.

Firm/Company

1990 MAIN STREET, SUITE 801

Address

SARASOTA, FL 34236

City/State and Zip code

EJONES@KBGRP.COM

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

For further information concerning this matter, please call:

ERIN C. JONES

Name of Person

at (941) 365-4617

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

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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. Prague Development & Investment SE, 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. CZECH REPUBLIC

(State or country under the law of which it is incorporated)

3. 98-1029515

(FEI number, if applicable)

4. 06/13/2011

(Date of incorporation)

5. PERPETUAL

(Duration: Year corp. will cease to exist or "perpetual")

6. 10/25/2011

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

7. JESENIOVA 1151/55, 130 00 PRAHA 3-ZIZKOV, CZECH REPUBLIC

(Principal office address)

1990 MAIN STREET, SUITE 801, SARASOTA, FL 34236

(Current mailing address)

8. RENTAL REAL ESTATE

(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: ERIN C. JONES

Office Address: 1990 MAIN STREET, SUITE 801

SARASOTA

(City)

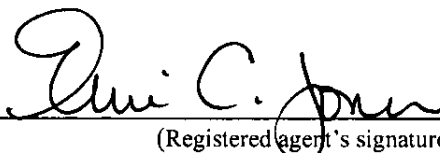
, Florida 34236

(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.



(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.

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: JAROMIR KALCIC

Address: PROKOPSKA 394

PRIBRAM 6-BREZOVE HORY 261 01, CZECH REPUBLIC

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

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. JAROMIR KALCIC, PRESIDENT

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

Translation from the Czech language

Round seal: THE LOCAL AUTHORITY OF PRAGUE I

This copy was provided with an electronic signature by the "MUNICIPAL COURT OF PRAGUE (ID No.: 00215660)" on 10 October 2011 at 11:27:00, for a statutory provider of certified copies (print outs) of entries in the Companies Register. EPVid:taf97mm81digi1mm8

**Copy of Entry
in the Companies Register kept by
the Municipal Court of Prague,
Section H, Entry No. 377**

Date of entry: 13 June 2011

Company name: Prague Development & Investment SE

Registered office: Prague 3, Žižkov, Jeseniova 1151/55, Post Code: 130 00

Identification Number: 241 28 074

Legal form: European Company

Purpose of business:

- manufacturing, sales and services not listed in Schedules 1 to 3 to the Trade Licensing Act
- catering
- construction, alterations and removals of buildings

Board of Directors:

Member: Petr Štalzer, birth registration no. 871105/1195
Prague, Vyšehradská 33, Post Code: 128 00
Date of appointment: 13 June 2011

The Board of Director acts on behalf of the Company. Vis-à-vis third parties, the Board of Directors is represented by the Sole Member of the Board of Directors.

Supervisory Board:

Member: Michal Roubíček, birth registration no. 790703/0912
Velký Borek, Skuhrov 1, Post Code: 277 31
Date of appointment: 13 June 2011

Sole shareholder:

S. P. I. Group a.s.
Prague 6, Mlýnská 6, Post Code 160 00
ID No.: 272 48 771

Shares:

30 bearer shares of a certificated form, with the nominal value of CZK 100,240.
Nominal value in EUR: CZK 4,000.

Registered capital: CZK 3,007,200
Paid up: 100%
Registered capital in EUR: CZK 120,000

_____ The accuracy of this Copy is hereby certified _____

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Section H, Entry No. 377

Municipal Court of Prague

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Companies Register

Under ref. no. UMCP1 141271/2011, I hereby certify that the attached document, comprised of 2 sheets, was obtained by transforming information from the public administration information system from an electronic into an electronic form and is a true and accurate copy of the electronic information from the public administration information system.

Certifying officer: Ondřej Hála

In Prague 1 on 10 October 2011

Signature *Illegible*

Round seal: *Local Authority of Prague 1*

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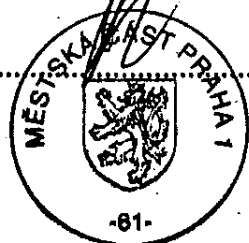
Obchodní rejstřík - výpisy platných

Ověřuji pod pořadovým číslem **UMCP1 141271/2011**, že tato listina, která vznikla převedením výstupu z informačního systému veřejné správy z elektronické podoby do podoby listinné, skládající se z 2 listů, se doslovně shoduje s obsahem výstupu z informačního systému veřejné správy v elektronické podobě.

Ověřující osoba: **Hála Ondřej**

Praze 1 dne 10.10. 2011

Podpis



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Translator's Certification

In my capacity as an official translator for the English language sworn in upon Decision No. Spr. 4087/2007 of the Regional Court of Prague dated 18 December 2007, I hereby certify that the attached translation is a true, complete and accurate translation of the Czech document into the English language.

The translation is recorded in my translator's logbook under no. *1369/168/2011*

Place: Jirny, Czech Republic

Date: *11 October 2011*



Šárka Rucká
Mgr. Šárka Rucká

2011 DEC 27 PM 4:19

Full
SECRETARY OF STATE
DIVISION OF CONSULATES