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To: Division of Corporations
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From: Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
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Email Address: _____

**FOREIGN PROFIT/NONPROFIT CORPORATION
ACTION HOLDINGS, INC.**

Certificate of Status	0
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TALLAHASSEE, FLORIDA

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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. Action Holdings, Inc.

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

Southern Action Holdings, Inc.

(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. 27-1772703

(FEI number, if applicable)

4. 07/25/2005

(Date of incorporation)

5. Perpetual

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

6. Upon filing of this application

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

7. 466 Lexington Avenue, New York NY 10017

(Principal office address)

100 Park Avenue, 4TH Floor, NY, NY 10017

(Current mailing address)

8. Marketing and Consulting Services

(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: United Corporate Services, Inc.

Office Address: 9200 South Dadeland Boulevard Suite 508

Miami, Florida 33136

(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.

UNITED CORPORATE SERVICES, INC.

By: Michael A. Barr

(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: 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. Thomas O. Neuman

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. THOMAS O. NEUMAN, SENIOR VICE PRESIDENT - TAXES

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

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TALLAHASSEE, FLORIDA**Exhibit A****ACTION HOLDINGS, INC.****Officers**

<u>Name</u>	<u>Title</u>	<u>Address</u>
Frederick E. Bidwell	President and Executive Chief Officer	466 Lexington Avenue, New York, NY 10017 United States
Thomas O. Neuman	Senior Vice President – Taxes	100 Park Avenue, 4 th Floor, New York, NY 10017 United States
Kevin Farewell	Secretary	100 Park Avenue, 4 th Floor, New York, NY 10017 United States
Tom Lobene	Treasurer	100 Park Avenue 4 th Floor, New York, NY 10017 United States

Directors

<u>Name</u>	<u>Address</u>
Frederick E. Bidwell	466 Lexington Avenue, New York, NY 10017 United States
Kevin Farewell	100 Park Avenue 4 th Floor, New York, NY 10017 United States
Mary Ellen Howe	125 Park Avenue New York, NY 10017 United States

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ACTION 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 TWELFTH DAY OF JANUARY, A.D. 2012.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ACTION HOLDINGS, INC." WAS INCORPORATED ON THE TWENTY-FIFTH DAY OF JULY, A.D. 2005.

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

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

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120043990

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



Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9294663

DATE: 01-12-12

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