

F 12000000568

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H12000027623 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 617-6381

From: Account Name : CORPORATION SERVICE COMPAN
Account Number : 120000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1515

RESUBMIT
Please give correct
submission date as file date.

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

FOREIGN PROFIT/NONPROFIT CORPORATION
GILT CITY LIMITED CO.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | X09 010 |
| Estimated Charge | \$70.00 |

FILED
2012 FEB - 1 AM 9:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

RECEIVED
12 FEB - 7 AM 10:49
DIVISION OF CORPORATIONS

J. Shivers FEB 08 2012



February 7, 2012

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CORPORATION SERVICES COMPANY

SUBJECT: GILT CITY LIMETED CO.
REF: W12000007228

RESUBMIT
Please give original
submission date as file date.

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent must sign accepting the designation.

If you have any questions concerning the filing of your document, please call (850) 245-6928.

Tim Burch
Regulatory Specialist II

FAX Aud. #: H12000027623
Letter Number: 512A00004997

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: GILT CITY LIMITED

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:

Lauren Picconi

Name of Person

Gilt Groupe, Inc.

Firm/Company

2 Park Avenue, 4th Floor

Address

New York, NY 10016

City/State and Zip code

lpicconi@gilt.com

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

For further information concerning this matter, please call:

Lauren Picconi

at (646) 524-9495

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 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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2012 FEB -1 AM 9:07

FILED

**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. Gilt City Limited Inc.

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

Gilt City Ireland Inc.

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Ireland

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

3. 98-1008743

(FEI number, if applicable)

4. November 24, 1999

(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. Connaught House, 1 Burlington Road, Dublin 4, Ireland

(Principal office address)

Connaught House, 1 Burlington Road, Dublin 4, Ireland

(Current mailing address)

8. ONLINE SALE OF ENTERTAINMENT, DINING AND LIFESTYLE SERVICES (www.giltcity.com)

(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: Corporation Service Company

Office Address: 1201 Hays Street

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.

Corporation Service Company

By: Becky Peirce

Becky Peirce
Assistant Vice President

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.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2012 FEB -1 AM 9:07

FILED

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

A. DIRECTORS

Chairman: Kevin Ryan - DirectorAddress: Connaught House, 1 Burlington Road
Dublin 4, IrelandVice Chairman: Tom Sansone - DirectorAddress: Connaught House, 1 Burlington Road
Dublin 4, IrelandDirector: Sean Lawlor - DirectorAddress: Connaught House, 1 Burlington Road
Dublin 4, IrelandDirector: Fidelma Healy, DirectorAddress: Connaught House, 1 Burlington Road
Dublin 4, Ireland

B. OFFICERS

President: Kathy Leo, SecretaryAddress: Connaught House, 1 Burlington Road
Dublin 4, IrelandVice President: Benjamin Singer, Assistant SecretaryAddress: Connaught House, 1 Burlington Road
Dublin 4, Ireland

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. Benjamin Singer, Assistant Secretary

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

FILED
2012 FEB - 1
AT 9:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Supplement to Section 12(A)
Entity: Gilt City Limited

Directors (continued)

Bill Severance - Connaught Road, 1 Burlington Road, Dublin 4, Ireland
Melanie Hughes - Connaught Road, 1 Burlington Road, Dublin 4, Ireland

FILED

2012 FEB -1 AM 9:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



27th January 2012

Letter Of Status

To Whom It May Concern

Re: - GILT CITY LIMITED
Company Number 317039

The above named company was incorporated on 14th December 1999 and it is registered with this Office under the above company registration number. The company has filed annual returns up to 11th May 2011 and its current designation is Normal. Please see the attached Company Printout for further information.



For Registrar of Companies

FILED
2012 FEB - 1 AM 9:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Company Printout



Company 317039 GILT CITY LIMITED
Change of name registered on 05/11/2010

Previous Name(s) Springcross Limited

Registered Office Connaught House
1 Burlington Road
Dublin 4

Type Single Member Private Company Limited By Shares

Date Incorporated 14/12/1999

Last Annual Return 11/05/2011 Designation Normal

Next Annual Return Date 13/08/2012 Date of Designation 14/12/1999

Bond Expiry Date 11/08/2012

There are no charges registered in respect of the above company. For charges that may be received and not yet registered, please refer to the list of Documents below and if necessary, consult the company file or images for full particulars.

Number of Registered Charges: 0

Directors Special Note Please note that the information displayed on this printout as to the particulars of the directors and secretary of this company may not be complete or up to date, as there may be unregistered documents which affect the position. Please refer to the list of Documents below, and if necessary, consult the company file or images for full, up-to-date particulars as to the company's officers. If this printout is blank as to officer details, please consult the images of the registered New Company documents.

Thomas C Sansone
35 Todd Street
Hamden
Ct 06518
Usa

Director

Kevin Ryan
57 West 69th Street
New York
Ny 10023
Usa

Director

Bill Severance
101 Betsy Brown Road
Port Chester
Ny 10573

Director

Nathan Allen Richardson
35 Jane Street,
3 New York,
New York 10014,
United States

Director

Sean Lawlor
39 Steeplechase Wood,
Ratoath,
Co. Meath,
Ireland

Director

FILED
2012 FEB -1 AM 9:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Fidelma Healy
Santon,
39 Killiney Road,
Killiney,
Dublin.

Director

Company Secretary

Thomas C Sansone
35 Todd Street
Hamden
Ct 06518
Usa

Secretary

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2012 FEB - 1 AM 9:07

FILED

Documents

| Status | Scan | Number | Submission | A/Cs To Date | Date Effective | Date Received | Date Registered |
|--------|------|---------|--|-----------------|-------------------|------------------|--------------------|
| REG | * | 2424110 | NEW COMPANY WITH CAPITAL DUTY | | | 02/12/1999 | 14/12/1999 |
| REG | * | 2927958 | CHANGE IN DIRECTOR OR SECRETARY | | 17/04/2001 | 11/09/2001 | |
| REG | * | 2928037 | CHANGE OF REGISTERED OFFICE | | 17/04/2001 | 11/09/2001 | |
| REG | * | 2928132 | ANNUAL RETURN - GENERAL | 31/12/2000 | 13/08/2001 | 11/09/2001 | 28/04/2005 |
| REG | * | 3209661 | ANNUAL RETURN - GENERAL | 31/12/2001 | 13/08/2002 | 28/08/2002 | 28/04/2005 |
| REG | * | 3418230 | CHANGE IN DIRECTOR OR SECRETARY | | 28/02/2003 | 18/03/2003 | |
| REG | * | 3577675 | CHANGE IN DIRECTOR OR SECRETARY | | 25/07/2003 | 29/08/2003 | 29/08/2003 |
| REG | * | 3592497 | ANNUAL RETURN - GENERAL | 31/12/2002 | 13/08/2003 | 09/09/2003 | 28/04/2005 |
| REG | * | 3934798 | ANNUAL RETURN - GENERAL | 31/12/2003 | 28/07/2004 | 05/08/2004 | 28/04/2005 |
| REG | * | 4053834 | CHANGE IN DIRECTOR OR SECRETARY | | 24/09/2004 | 11/11/2004 | 11/11/2004 |
| REG | * | 4314487 | ANNUAL RETURN - GENERAL | 31/12/2004 | 21/06/2005 | 15/07/2005 | 11/09/2006 |
| REG | * | 4286585 | CHANGE IN DIRECTOR OR SECRETARY | | 21/01/2005 | 21/07/2005 | 21/07/2005 |
| REG | * | 4692433 | ANNUAL RETURN - GENERAL | 31/12/2005 | 02/06/2006 | 01/06/2006 | 18/09/2009 |
| REG | * | 4839170 | CHANGE IN DIRECTOR OR SECRETARY | | 22/09/2006 | 06/10/2006 | 06/10/2006 |
| REG | * | 5107626 | CHANGE OF REGISTERED OFFICE | | 10/04/2007 | 18/04/2007 | 18/04/2007 |
| REG | * | 5198144 | RESIGNATION OF AUDITOR - SECTION 185 OF THE 19 | | 12/04/2007 | 22/06/2007 | 28/08/2009 |
| REG | * | 5198060 | ANNUAL RETURN - GENERAL | 31/12/2006 | 30/05/2007 | 22/06/2007 | 18/09/2009 |
| REG | * | 5419349 | CHANGE IN DIRECTOR OR SECRETARY | | 07/11/2007 | 13/11/2007 | 25/01/2008 |
| REG | * | 6056967 | CHANGE IN DIRECTOR OR SECRETARY | | 10/04/2007 | 28/08/2008 | 01/12/2008 |
| REG | * | 6070763 | ANNUAL RETURN - GENERAL | 31/12/2007 | 13/08/2008 | 02/09/2008 | 18/09/2009 |
| REG | * | 6651146 | ANNUAL RETURN - GENERAL | 31/12/2008 | 13/08/2009 | 24/08/2009 | 18/09/2009 |
| REG | * | 6935968 | AUTHORISE/REVOKE AUTHORISATION OF AN ELECT | | 11/02/2010 | 25/02/2010 | 25/02/2010 |
| REG | * | 7171954 | ANNUAL RETURN - GENERAL | 31/12/2009 | 10/08/2010 | 11/08/2010 | 15/09/2010 |
| REG | * | 7240587 | CHANGE IN DIRECTOR OR SECRETARY | | 12/08/2010 | 28/09/2010 | 08/11/2010 |
| REG | * | 7240585 | CHANGE IN DIRECTOR OR SECRETARY | | 12/08/2010 | 28/09/2010 | 08/11/2010 |
| REG | * | 7240595 | NOTICE OF CHANGE TO SINGLE-MEMBER COMPANY | | 12/08/2010 | 28/09/2010 | 05/10/2010 |
| REG | * | 7318851 | APPLICATION FOR REGISTRATION OF CHANGE OF N/ | | 12/08/2010 | 04/11/2010 | 05/11/2010 |
| REG | * | 7318864 | SR ALTERATION TO MEMORANDUM OF ARTICLES | | 12/08/2010 | 04/11/2010 | 28/04/2011 |
| REG | * | 7327721 | CHANGE IN DIRECTOR OR SECRETARY | | 05/11/2010 | 10/11/2010 | 17/01/2011 |
| REG | * | 7439197 | ALLOTMENT OF SHARES FOR CASH | | 21/01/2011 | 08/02/2011 | 28/04/2011 |
| REG | * | 7565188 | CHANGE OF REGISTERED OFFICE | | 19/04/2011 | 13/05/2011 | 16/05/2011 |
| REG | * | 7565192 | LOCATION OF REGISTER OF MEMBERS/DEBENTURE I | | 05/02/2011 | 13/05/2011 | 16/05/2011 |
| REG | * | 7565194 | CHANGE IN DIRECTOR OR SECRETARY | | 19/04/2011 | 13/05/2011 | 02/06/2011 |
| REG | * | 7565305 | RESIGNATION OF AUDITOR - SECTION 185 OF THE 19 | | 11/08/2010 | 13/05/2011 | 17/05/2011 |
| REG | * | 7581577 | ANNUAL RETURN - GENERAL | 11/08/2010 | 11/05/2011 | 26/05/2011 | 19/01/2012 |
| REG | * | 7706565 | CHANGE IN DIRECTOR OR SECRETARY | | 28/07/2011 | 29/08/2011 | 21/09/2011 |

* Indicates documents have been scanned for the submission

Submission Status Explanations

CERTP CERTIFICATE PRINTED
CERTS CERTIFICATE SCANNED
DATA DATA ENTERED
REC RECEIVED
RECOR RECORDED
REG REGISTERED
RETAM RETURNED AMENDED
SCAN SCANNED

End of Particulars

FILED

2012 FEB - 1 AM 9:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA