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

From: Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-0821
Fax Number : (850) 558-1515

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****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
GRANDPARENTS.COM, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

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COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: GRANDPARENTS.COM, 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:

JEFFREY L. WASSERMAN

Name of Person

SILLS CUMMIS & GROSS P.C.

Firm/Company

ONE RIVERFRONT PLAZA

Address

NEWARK, NJ 07102

City/State and Zip code

JWASSERMAN@SILLSCUMMIS.COM

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

For further information concerning this matter, please call:

JEFFREY L. WASSERMAN

Name of Person

at (973) 643-5879

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. GRANDPARENTS.COM, INC.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Ltd.," "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. 93-1211114

(FEI number, if applicable)

4. MAY 9, 1996

(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. 589 EIGHTH AVENUE, 6th FLOOR, NEW YORK, NY 10018

(Principal office address)

589 EIGHTH AVENUE, 6th FLOOR, NEW YORK, NY 10018

(Current mailing address)

8. TO ENGAGE IN ANY 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)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: JOSEPH BERNSTEIN

Office Address: 6663 CASA GRANDE WAY

DELRAY BEACH

(City)

, Florida 33446

(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.

JOSEPH BERNSTEIN

(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 MAR - 1 PM 12:01
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TALLAHASSEE, FLORIDA

FILED

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

A. DIRECTORSChairman: PLEASE SEE "SCHEDULE 12.A: LIST OF DIRECTORS" ATTACHED HERETO.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERSPresident: PLEASE SEE "SCHEDULE 12.B: LIST OF OFFICERS" ATTACHED HERETO.

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. _____

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. JOSEPH BERNSTEIN, CO-CHIEF EXECUTIVE OFFICER, CHIEF FINANCIAL OFFICER, TREASURER
(Typed or printed name and capacity of person signing application)

SCHEDULE 12.A: LIST OF DIRECTORS

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Steven Leber	Director	c/o GRANDPARENTS.COM, INC. 589 8th Avenue, 6th Floor New York, NY 10018
Joseph E. Bernstein	Director	c/o GRANDPARENTS.COM, INC. 589 8th Avenue, 6th Floor New York, NY 10018
Jeremy Office	Director	c/o GRANDPARENTS.COM, INC. 589 8th Avenue, 6th Floor New York, NY 10018
Robert Cohen	Director	c/o GRANDPARENTS.COM, INC. 589 8th Avenue, 6th Floor New York, NY 10018
Jeffrey L. Wasserman	Director	c/o Sills Cummis & Gross P.C. One Riverfront Plaza Newark, NJ 07102

SCHEDULE 12.B: LIST OF OFFICERS

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Steven Leber	Co-Chief Executive Officer	c/o GRANDPARENTS.COM, INC. 589 8th Avenue, 6th Floor New York, NY 10018
Joseph E. Bernstein	Co-Chief Executive Officer, Chief Financial Officer, and Treasurer	c/o GRANDPARENTS.COM, INC. 589 8th Avenue, 6th Floor New York, NY 10018
Jeffrey S. Mahl	President	c/o GRANDPARENTS.COM, INC. 589 8th Avenue, 6th Floor New York, NY 10018
Matthew Schwartz	Vice-President Administration, Chief Compliance Officer, and Secretary	c/o GRANDPARENTS.COM, INC. 589 8th Avenue, 6th Floor New York, NY 10018
Jeffrey L. Wasserman	Assistant Secretary	c/o Sills Cummis & Gross P.C. One Riverfront Plaza Newark, NJ 07102

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GRANDPARENTS.COM, 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 TWENTY-NINTH DAY OF FEBRUARY, A.D. 2012.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GRANDPARENTS.COM, INC." WAS INCORPORATED ON THE NINTH DAY OF MAY, A.D. 1996.

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.

FILED
12 MAR -1 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2617101 8300

120255749

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9399927

DATE: 02-29-12