

**F12000004082**

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

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

From: Account Name : INCORP SERVICES INC  
Account Number : I20120000007  
Phone : (702)866-2500  
Fax Number : (702)866-2689

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

Email Address: managedcompliance@incorp.com

**FOREIGN PROFIT/NONPROFIT CORPORATION**

**Venus Concept USA Inc.**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

12 OCT -4 PM 1:15

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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*gr 10/5/12*

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**COVER LETTER**

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** VENUS CONCEPT USA 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:

Janice Null  
Name of Person

Incorp Services, Inc.  
Firm/Company

2360 Corporate Circle, Suite 400  
Address

Henderson, NV 89074  
City/State and Zip code

managedcompliance@incorp.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Janice Null for Incorp Services, Inc. at (702) 866-2500  
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

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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

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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. VENUS CONCEPT USA 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. Delaware 3. 27-4581083  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 12/20/2010 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

**6. Upon registration**

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

7. 4556 N. Hiatus Road, Sunrise, FL 33351  
(Principal office address)

515 Consumers Road, Suite 202, Toronto, Ontario M2J 4Z2 Canada  
(Current mailing address)

8. Sale of non-invasive medical devices to plastic surgeons, dermatologists and general practitioners  
(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)

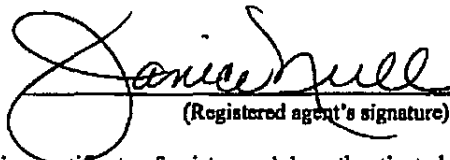
Name: Incorp Services, Inc.

Office Address: 17888 67th Court North

Loxahatchee, Florida 33470  
(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.*

  
(Registered agent's signature)

Janica Null on behalf of Incorp Services, Inc.

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: Domenio Serafino

Address: 95 Bayview Ridge

Toronto, Ontario M2L 1E3 Canada

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. Domenic Serafino, President

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

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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 "VENUS CONCEPT USA 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 THIRTEENTH DAY OF AUGUST, A.D. 2012.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "VENUS CONCEPT USA INC." WAS INCORPORATED ON THE TWENTIETH DAY OF DECEMBER, A.D. 2010.

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You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

*Jeffrey W. Bullock*  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9776942

DATE: 08-13-12

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