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Division of Corporations

AX NO.

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Florida Department of State
Division of Corporations
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FOREIGN PROFIT/NONPROFIT CORPORATION
WORLD FUEL SERVICES FINANCE COMPANY II S.a.r.l. INCO

Certificate of Status	0
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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. World Fuel Services Finance Company II S.a.r.l. Incorporated

(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. Grand Duchy of Luxembourg

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

3. N/A

(FBI number, if applicable)

4. October 30, 2012

(Date of incorporation)

5. Perpetual

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

6. N/A

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

7. 9800 NW 41 Street, Suite 400, Miami, Florida 33178

(Principal office address)

Same as above

(Current mailing address)

8. Any lawful business

(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 Company of Miami**

Office Address: **201 S. Biscayne Blvd., Suite 1500 (LAD)**

Miami

(City)

Florida **33131**

(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.

By: 

(Registered agent's signature)

Cavell J. Anderson, Assistant Secretary

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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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Peter D. Tonyan, President / Manager

Address: 9800 NW 41 Street, Suite 400

Miami, Florida 33178

Vice President: _____

Address: _____

Secretary: Adrienne B. Urban, Secretary, Treasurer and Manager

Address: 9800 NW 41 Street, Suite 400, Miami, Florida 33178

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Peter D. Tonyan

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. Peter D. Tonyan President / Manager

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

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TALLAHASSEE, FL 32301

World Fuel Services Finance Company II S.à r.l.
Société à responsabilité limitée
560 A, rue de Neudorf
L-2220 Luxembourg
Grand Duchy of Luxembourg
Share Capital: USD 18,000
R.C.S. Luxembourg: under registration process

I, Henri Beck,
Notary residing in Echternach,
duly appointed in the Grand Duchy of Luxembourg,
hereby attest and certify what follows:

1. **Incorporation:** The Luxembourg private limited liability company, World Fuel Services Finance Company II S.à r.l., with registered office at 560A, rue de Neudorf, L-2220 Luxembourg, Grand Duchy of Luxembourg (the "Company"), has been duly incorporated under the name of World Fuel Services Finance Company II S.à r.l., pursuant to a deed of Maître Henri Beck, notary, residing in Echternach (Grand Duchy of Luxembourg), on October 30th, 2012, not yet published in the *Mémorial C - Recueil des Sociétés et Associations*.
2. **Companies Register Registration:** The Company is under registration process with the Luxembourg Trade and Companies Register. The Company is operative as a Luxembourg Company.
3. **Financial Year:** The Company's accounting year starts on January 1st and ends on December 31st of each year.
4. **Legal Status:** In form and contents, the Company, and its articles of incorporation (i.e. the bylaws), comply with legal provisions in force in Luxembourg, and has a due legal status. Following the current Luxembourg law provisions and rules, the said Company acquired immediately its legal personality on October 30th, 2012, date of the notarized incorporation's deed above-mentioned, as a body corporate being a legal entity distinct from its shareholder, even before all registration and publication formalities, in accordance with the contractual concept governing the Luxembourg Companies Law.
5. **Share Capital:** The share capital is set at eighteen thousand U.S. Dollars (USD 18,000.-) represented by eighteen thousand (18,000) shares with a nominal value of one U.S. Dollar (USD 1.-) each.

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6. **Purpose, Objects:** The purpose of the Company is the acquisition of ownership interests, in Luxembourg or abroad, in any companies or enterprises in any form whatsoever and the management of such ownership interests. The Company may in particular acquire by subscription, purchase, and exchange or in any other manner any stock, shares and any other securities, including without limitation bonds, debentures, certificates of deposit, trust units, any other debt instruments and more generally any securities and financial instruments issued by any public or private entity whatsoever, including partnerships. It may participate in the creation, development, management and control of any company or enterprise. It may further invest in the acquisition and management of a portfolio of patents or other intellectual property rights of any nature or origin whatsoever.

The Company may borrow in any form, except for borrowing from the public. It may issue notes, bonds, debentures and any other kind of debt and/or equity securities, including but not limited to preferred equity certificates and warrants, whether convertible or not in all cases. The Company may lend funds, including the proceeds of any borrowings and/or issues of debt securities, to its subsidiaries, affiliated companies or to any other company. It may also give guarantees and grant security interests in favor of third parties to secure its obligations or the obligations of its subsidiaries, affiliated companies or any other company. The Company may further mortgage, pledge, transfer, encumber or otherwise hypothecate all or some of its assets.

The Company may generally employ any techniques and utilize any instruments relating to its investments for the purpose of their efficient management, including techniques and instruments designed to protect the Company against creditors, currency fluctuations, interest rate fluctuations and other risks.

The Company may carry out any commercial, financial or industrial operations and any transactions with respect to real estate or movable property, which directly or indirectly, further or relate to its purpose.

7. **Signatures:** Towards third parties, the Company shall be bound by the sole signature of its sole manager or, in case of plurality of managers, by the joint signature of any two managers of the Company. In case the managers are split into two categories, the Company shall obligatorily be bound by the joint signature of one Category A Manager and one Category B Manager. The manager or board of managers shall have the rights to give special proxies for determined matters to one or more proxyholders, selected from its members or not, either shareholders or not.

8. **Management:** The Company is managed and validly committed by the following Managers:

Category A Managers:

- Mr. Peter D. Tonyan, born in Woodstock, Illinois, United States of America, on April 4th, 1955, with professional address at 9800 N.W. 41st Street, Suite 400, Miami, Florida 33178, United States of America;
- Ms. Adrienne B. Urban, born in New Jersey, United States of America, on December 17th, 1970, with professional address at 9800 N.W. 41st Street, Suite 400, Miami, Florida 33178, United States of America.

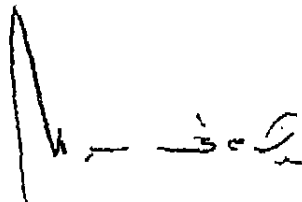
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Category B Managers:

- Mr. Luc Sunnen, born in Luxembourg, Grand Duchy of Luxembourg, on December 22nd, 1961, with professional address at 23, rue des Bruyères, L-1274 Howald, Grand Duchy of Luxembourg;
- Mr. Christophe Fender, born in Strasbourg, France, on July 10th, 1965, with professional address at 23, rue des Bruyères, L-1274 Howald, Grand Duchy of Luxembourg;
- Mr. Marcel Stephany, born in Luxembourg, Grand Duchy of Luxembourg, on September 4th, 1951, residing at 23, Cité Aline Mayrisch, L-7268 Bereldange, Grand Duchy of Luxembourg.

Echternach, on the 8th of November 2012.



Me Henri Beck
Duly agreed Notary

