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FOREIGN PROFIT/NONPROFIT CORPORATION
WORLD FUEL SERVICES FINANCE COMPANY S.a.r.l. INCORPO

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November 16, 2012

FLORIDA DEPARTMENT OF STATE
Division of Corporations

SHUTTS & BOWEN, LLP

SUBJECT: WORLD FUEL SERVICES FINANCE COMPANY S.A.R.L. INCORPORATED
REF: W12000057967

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

The complete document was not received. Please refile the complete document, including the electronic filing cover sheet.

On the information sheet enclosed with the application it mentions The Luxembourg private limited liability company, Is this a foreign corporation or a foreign limited liability company? Verify and make correction and return for filing.

If you have any further questions concerning your document, please call (850) 245-6052.

Ruby Dunlap
Regulatory Specialist II
New Filing Section

FAX Aud. #: H12000272612
Letter Number: 112A00027684

P.O BOX 6327 - Tallahassee, Florida 32314

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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 S.a.r.l. Incorporated

(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. Grand Duchy of Luxembourg **3. N/A**

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

(FEI number, if applicable)

4. August 21, 2003

(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, Florida **33131**

(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.

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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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 / ManagerAddress: 9800 NW 41 Street, Suite 400
Miami, Florida 33178

Vice President: _____

Address: _____
_____Secretary: Adrienne B. Urban, Secretary, Treasurer and ManagerAddress: 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 § 817.155, F.S.

14. PETER D. Tonyan President / Manager

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

World Fuel Services Finance Company S.à r.l.
Société à responsabilité limitée
Findel Business Center, Complexe B, Route de Trèves,
L-2632 Findel
Grand Duchy of Luxembourg
Share Capital: USD 2,010,000
R.C.S. Luxembourg: B 95.561

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

1. **Incorporation:** The Luxembourg private limited liability company, World Fuel Services Finance Company S.à r.l., with registered office at Findel Business Center, Complexe B, Route de Trèves, L-2632 Findel, Grand Duchy of Luxembourg (the "Company"), has been duly incorporated under the name of World Fuel Services Finance Company S.à r.l., pursuant to a deed of Maître Joseph Elvinger, notary, residing in Luxembourg (Grand Duchy of Luxembourg), on August 21st, 2003, published in the *Mémorial C - Recueil des Sociétés et Associations*, number 1032, on October 6th, 2003. The articles of association have been amended for the last time pursuant to a deed of the undersigned notary, dated October 30th, 2012, not yet published in the *Mémorial C - Recueil des Sociétés et Associations*.
2. **Companies Register Registration:** The Company is registered with the Luxembourg Trade and Companies Register under number B 95.561. 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 August 21st, 2003, 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.

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TALLAHASSEE, FLORIDA

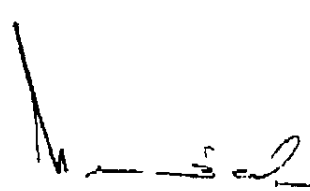
5. **Share Capital:** The Company's corporate capital is fixed at two million, ten thousand U.S. Dollars (USD 2,010,000.-) represented by twenty thousand, one hundred (20,100) shares having a nominal value of one hundred U.S. Dollars (USD 100.-) each, all fully paid-up and subscribed.
6. **Purpose, Objects:** The Company's purpose is to perform all commercial, industrial, technical and financial operations.
The Company can also take participations, in any form whatsoever, in Luxembourg or other foreign enterprises; to acquire any securities and rights through participation, contribution, underwriting firm purchase or option, negotiation or in any other way and namely to acquire patents and licences, to manage and develop them; to grant to enterprises in which the Company has an interest, any assistance, loans, advances or guarantees, to perform any operation which is directly or indirectly related to its purpose, however without taking advantage of the Act of July 31, 1929, on Holding Companies.
7. **Signatures:** The Company shall be bound by the joint signature of one Manager of Type A, and of one Manager of Type B. The board of managers may sub-delegate his powers for specific tasks to one or several ad hoc agents.
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.

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