

F73000002328

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

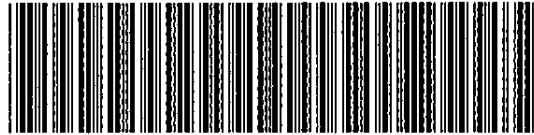
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

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RECEIVED  
DEPARTMENT OF STATE  
13 MAY 30 AM 10:40

FILED  
13 MAY 30 PM 4:26  
SECRETARY OF STATE  
FALLS CHURCH, VA

T. Burch MAY 31 2013

*psw*



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 662512 7690287

AUTHORIZATION :

COST LIMIT : \$70.00

*[Handwritten signature]*

ORDER DATE : May 23, 2013

ORDER TIME : 8:47 AM

ORDER NO. : 662512-005

CUSTOMER NO: 7690287

FOREIGN FILINGS

NAME: KICKOFF USA, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_\_ CERTIFIED COPY  
XX \_\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 52956

EXAMINER: \_\_\_\_\_

**COVER LETTER**

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

**SUBJECT:** Kickoff 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:

**Patricia Castro**

Name of Person

**Valla & Associates, Inc., P.C.**

Firm/Company

**1990 N. California Blvd., Suite 1060**

Address

**Walnut Creek, CA 94596**

City/State and Zip code

**patricia.castro@vallalaw.com**

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

For further information concerning this matter, please call:

**Patricia Castro**

Name of Person

at **(925) 705-7623**

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

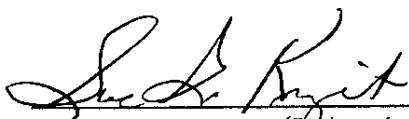
Enclosed is a check for the following amount:

- |   |  |   |   |
|---|--|---|---|
| <input type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee &<br>Certified Copy | <input type="checkbox"/> \$87.50 Filing Fee,<br>Certificate of Status &<br>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. Kickoff 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. New York 3. 56-2636269  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. January 23, 2007 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 05/28/2013  
(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 12000 Biscayne Boulevard, Suite 202, Miami, Florida 33181  
(Principal office address)  
12000 Biscayne Boulevard, Suite 202, Miami, Florida 33181  
(Current mailing address)
8. Bathing Suits and Accessory Sales  
(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, Florida 32301  
(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)

**Sue G. Knight**  
**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.

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

**A. DIRECTORS**

Director: Agostino Magni  
Address: 12000 Biscayne Boulevard, Suite 202  
Miami, Florida 33181

Director: Andrea Paoluzzi  
Address: 12000 Biscayne Boulevard, Suite 202  
Miami, Florida 33181

Director: Roberto Gattoni  
Address: 12000 Biscayne Boulevard, Suite 202  
Miami, Florida 33181

Director: \_\_\_\_\_  
Address: \_\_\_\_\_

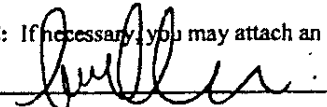
**B. OFFICERS**

President: Andrea Paoluzzi  
Address: 12000 Biscayne Boulevard, Suite 202  
Miami, Florida 33181

Secretary: Antonio Valla  
Address: 1990 N. California Blvd., Suite 1060, Walnut Creek, CA 94596

Treasurer: Agostino Magni  
Address: 12000 Biscayne Boulevard, Suite 202, Miami, Florida 33181

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. Agostino Magni President  
(Typed or printed name and capacity of person signing application)

**State of New York**  
**Department of State** } ss:

I hereby certify, that the Certificate of Incorporation of KICKOFF USA, INC. was filed on 01/23/2007, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation.



\*\*\*

*Witness my hand and the official seal  
of the Department of State at the City  
of Albany, this 23rd day of May  
two thousand and thirteen.*

Daniel Shapiro  
Special Deputy Secretary of State

FILED  
13 MAY 30 PM 1:26  
STATE OF NEW YORK  
TALLMAN