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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

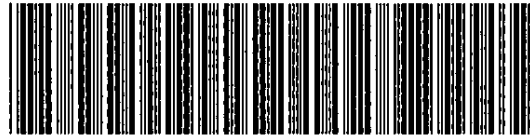
(Business Entity Name)

(Document Number)

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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JUN 04 2013

M. SOLOMON

**COVER LETTER**

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

**SUBJECT:** GFI 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:

Ingo Bednarz

Name of Person

GFI Software S.A

Firm/Company

7A rue Robert Stumper

Address

Luxembourg, L-2557

City/State and Zip code

Ingo.Bednarz@gfi.com

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

For further information concerning this matter, please call:

Ingo Bednarz

Name of Person

at (+352) 264958 4561

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

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13 MAY 30 PM 3:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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. GFI 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. North Carolina**

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

**3. 16-1519756**

(FEI number, if applicable)

**4. 4/1/1999**

(Date of incorporation)

**5. perpetual**

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

**6. 4/1/2013**

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

**7. 15300 Weston Parkway, Suite 104, NC 27513, USA**

(Principal office address)

**15300 Weston Parkway, Suite 104, NC 27513, USA**

(Current mailing address)

**8. Retail Software 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: **Registered Agent Solutions Inc.**

Office Address: **155 Office Plaza Dr. Suite A**

**Tallahassee**

(City)

**Florida 32301**

(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)

**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.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Asst. Sec.

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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: Paul Goodridge

Address: 16 Wollards Lane, Great Shelford, Cambridge, CB22 5LZ, UK

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

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

**B. OFFICERS**

President: Walter Scott

Address: 11 San Marco St#1201, Clearwater, FL 33767, USA

Vice President: \_\_\_\_\_

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

Secretary: Ingo Bednarz

Address: Kettenhofweg 121, Frankfurt am Main, XX 60325, Germany

Treasurer: Josef Calleja

Address: 28 Gaspere Pace Street, Siggiewi, SGW 3313, Malta

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. Ingo Bednarz, Secretary

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



# NORTH CAROLINA

## Department of the Secretary of State

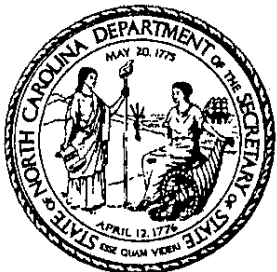
### CERTIFICATE OF EXISTENCE

I, Elaine F. Marshall, Secretary of State of the State of North Carolina, do hereby certify that

**GFI USA, INC.**

is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 1st day of April, 1999, with its period of duration being Perpetual.

I FURTHER certify that, as of the date set forth hereunder, the said corporation's articles of incorporation are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation is not administratively dissolved for failure to comply with the provisions of the North Carolina Business Corporation Act; that its most recent annual report required by N.C.G.S. 55-16-22 has been delivered to the Secretary of State; and that the said corporation has not filed articles of dissolution as of the date of this certificate.



Scan to verify online.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 24th day of May, 2013.

*Elaine F. Marshall*

Secretary of State