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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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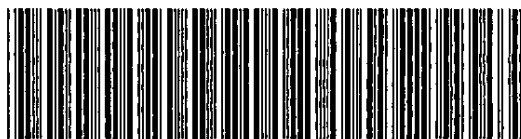
(Business Entity Name)

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COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Phoenix International Holdings, 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:

John Ozkibas, Contracts Administrator

Name of Person

Phoenix International Holdings, Inc.

Firm/Company

9301 Largo Drive West

Address

Largo, MD 20774

City/State and Zip code

jozkibas@phnx-international.com

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

For further information concerning this matter, please call:

John Ozkibas

Name of Person

at (301) 341-7800 x 3808

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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**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. **Phoenix International Holdings, 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. **Virginia, USA**

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

3. _____

(FEI number, if applicable)

4. **November 15th, 2007**

(Date of incorporation)

5. **Perpetual**

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

6. _____

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

7. **9301 Largo Drive West, Largo, MD 20774**

(Principal office address)

9301 Largo Drive West, Largo, MD 20774

(Current mailing address)

8. **Underwater and Diving Services**

(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: **David J. Lamon**

Office Address: **999 Eller Drive, Bay A-2**

Ft. Lauderdale

(City)

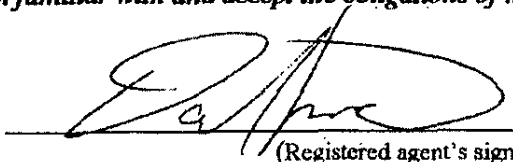
, Florida **33316**

(Zip code)

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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.

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

A. DIRECTORS

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Chairman: Michael K. Kutzleb

Address: 9301 Largo Drive West
Largo, MD 20774

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Vice Chairman: _____

Address: _____

Director: John D. Smith

Address: 375 Hwy 6 North, Suite 210
Bayou Vista, LA 70380

Director: Eric P. Lindberg

Address: 9301 Largo Drive West
Largo, MD 20774

B. OFFICERS

President: Michael K. Kutzleb

Address: (12. A)

Vice President: John D. Smith

Address: (12. A)

Secretary: Eric P. Lindberg

Address: (12. A)

Treasurer: Barbara J. Rhodes

Address: 9301 Largo Drive West, Largo, MD 20774

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. Michael Kutzleb, President & CEO

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

Commonwealth of Virginia



State Corporation Commission

CERTIFICATE OF GOOD STANDING

I Certify the Following from the Records of the Commission:

That PHOENIX INTERNATIONAL HOLDINGS, INC. is duly incorporated under the law of the Commonwealth of Virginia;

That the date of its incorporation is November 15, 2007;

That the period of its duration is perpetual; and

That the corporation is in existence and in good standing in the Commonwealth of Virginia as of the date set forth below.

Nothing more is hereby certified.

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*Signed and Sealed at Richmond on this Date:
August 8, 2013*

Joel H. Peck

Joel H. Peck, Clerk of the Commission