

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: PANIER DES SENS, 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:

Herve N. Linder

Name of Person

Ernst & Linder LLC

Firm/Company

17 Battery Place, Suite 1307

Address

New York, NY 10004

City/State and Zip code

corporateservices@el-law.com

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

For further information concerning this matter, please call:

Steffanie Keim at (212) 488-1666

Name of Person

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

FILED
SEC. CLERK OF STATE
DIVISION OF CORPORATIONS
14 FEB -7 PM 12:01

ERNST & LINDER LLC
ATTORNEYS AT LAW

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

14 FEB -7 PM 12: 02

STEFFANIE E. KEIM

Personal & Confidential

Ms. Claretha Golden
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

17 BATTERY PLACE, SUITE 1307
NEW YORK, NY 10004

KEIM@EL-LAW.COM
PHONE: 212 488 1710
FAX: 212 488 1667
DIRECT: 212-488 1666
WWW.EL-LAW.COM

9354-002
February 5, 2014

PANIER DES SENS, INC.

Dear Ms. Golden,

Thank you for your letter number 614A00001892. As discussed during our phone call today we are resubmitting the Application by PANIER DES SENS, INC., a Delaware corporation for authorization to transact business in Florida. As explained on January 12, 2014, PANIER DES SENS, INC., a New York corporation which had authority to do business in Florida since November 2, 2009 (F09000004316) merged into a Delaware corporation with the same name and would like to retain its authority to do business in Florida as of its original filing date.

Upon your request attached please find the following documents:

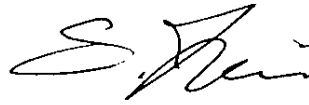
- Application by PANIER DES SENS, INC., a Delaware corporation for authorization to transact business in Florida;
- Certificate of Good Standing, dated February 5, 2014;
- Check #2989 in the amount of \$78.75 for Filing Fee and Certificate of Status for the Application by PANIER DES SENS, INC., a Delaware corporation for authorization to transact business in Florida.

- 2 -

Please do not hesitate to contact me or Mr. Linder should you have any questions regarding the filings for PANIER DES SENS, INC.

Thank you.

Kind regards

A handwritten signature in black ink, appearing to read 'S. Keim', with a stylized flourish at the end.

Steffanie E. Keim



FLORIDA DEPARTMENT OF STATE
Division of Corporations

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DIVISION OF CORPORATIONS
14 FEB -7 PM 12:02

January 28, 2014

HERVE N. LINDER
17 BATTERY PLACE
SUITE 1307
NEW YORK, NY 10004

SUBJECT: PANIER DES SENS, INC.
Ref. Number: W14000005787

We have received your document for PANIER DES SENS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to the application submitted to this office, this entity transacted business in the state of Florida before properly registering with the Florida Department of State, Division of Corporations. Consequently, a \$500 civil penalty and an annual report filing fee for each year the entity failed to properly file a Florida annual report are due this office. Based on the date entered on the application, the civil penalty and annual report filing fees total \$1,100.00.

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

Claretha Golden
Regulatory Specialist II
New Filing Section

Letter Number: 614A00001892



FLORIDA DEPARTMENT OF STATE
Division of Corporations

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14 FEB -7 PM 12: 02

January 8, 2014

HERVE N. LINDER
ERNST & LINDER LLC
17 BATTERY PLACE, SUITE 1307
NEW YORK, NY 10004 US

SUBJECT: PANIER DES SENS, INC.
Ref. Number: F09000004316

We have received your document for PANIER DES SENS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Chapters 607 and 617, Florida Statutes, do not provide for the filing of Articles of Merger between two foreign corporations. Therefore, a withdrawal application should be filed for any foreign corporation which is no longer transacting business in Florida due to a merger. A form and guidelines are enclosed.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Tina D Carter
Regulatory Specialist

Letter Number: 214A00000484

**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. **PANIER DES SENS, 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. **Delaware**

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

3. **223840140**

(FEI number, if applicable)

4. **October 11, 2013**

(Date of incorporation)

5. **perpetual**

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

6. **November 2, 2009 / F09000004316**

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

7. **5220 NW 72 Ave - Unit #23 A, Miami, FL 33166**

(Principal office address)

17 Battery Place, Suite 1307, New York, NY 10004

(Current mailing address)

8. **Import and wholesale of cosmetic products**

(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:

Jerome Lambruschini

Office Address:

5220 NW 72 Ave - Unit #23 A

Miami

(City)

33166

(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

Chairman: Jerome Lambruschini

Address: 5220 NW 72 Ave - Unit #23 A
Miami, FL 33166

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Jerome Lambruschini

Address: 5220 NW 72 Ave - Unit #23 A
Miami, FL 33166

Vice President: _____

Address: _____

Secretary: Hervé N. Linder

Address: 17 Battery Place, Suite 1307, New York, NY 10004

Treasurer: Jerome Lambruschini

Address: 5220 NW 72 Ave - Unit #23 A, Miami, FL 33166

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. Hervé N. Linder, Corporate Secretary

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

14 FEB -7 PM 12:02

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PANIER DES SENS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTH DAY OF FEBRUARY, A.D. 2014.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PANIER DES SENS, INC." WAS INCORPORATED ON THE ELEVENTH DAY OF OCTOBER, A.D. 2013.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

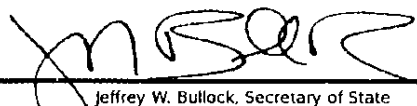
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DIVISION OF CORPORATIONS
14 FEB -7 PM 12:02

5413798 8300

140134475

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1111620

DATE: 02-05-14