

F14 000003621

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

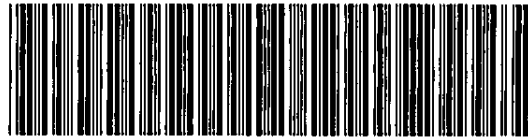
(Business Entity Name)

(Document Number)

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2015 DEC 15 PM 2:48  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FFlawd  
12/17/15

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** International Professional Marketing, Inc.

\_\_\_\_\_  
Name of Corporation

**DOCUMENT NUMBER:** F14000003621

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Myron Bari

\_\_\_\_\_  
Name of Contact Person

International Professional Marketing, Inc.

\_\_\_\_\_  
Firm/Company

151 W. 30th Street, 8th Floor

\_\_\_\_\_  
Address

New York, NY 10001

\_\_\_\_\_  
City/State and Zip Code

efedor@ipm.com

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

For further information concerning this matter, please call:

Ellen Fedor

at ( 646 ) 421-2779

\_\_\_\_\_  
Name of Contact Person

\_\_\_\_\_  
Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:



\$35.00 Filing Fee



\$43.75 Filing Fee &  
Certificate of Status



\$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)



\$52.50 Filing Fee,  
Certificate of Status &  
Certified Copy  
(Additional copy is  
enclosed)

**Mailing Address:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

F14000003621

(Document number of corporation (if known))

1. International Professional Marketing, Inc.

(Name of corporation as it appears on the records of the Department of State)

2. New Jersey

(Incorporated under laws of)

3. August 25, 2014

(Date authorized to do business in Florida)

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TALLAHASSEE, FLORIDA

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? \_\_\_\_\_

5. \_\_\_\_\_  
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

\_\_\_\_\_  
(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

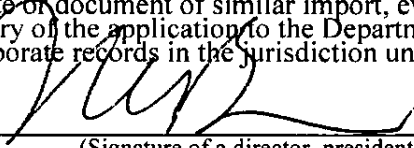
\_\_\_\_\_  
(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Delaware

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

  
\_\_\_\_\_  
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Myron Bari

(Typed or printed name of person signing)

President & CEO

(Title of person signing)


# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF  
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT  
COPY OF THE CERTIFICATE OF FORMATION OF "INTERNATIONAL  
PROFESSIONAL MARKETING, INC.", FILED IN THIS OFFICE ON THE  
SEVENTEENTH DAY OF JUNE, A.D. 2015, AT 2:22 O'CLOCK P.M.



  
Jeffrey W. Bullock, Secretary of State

5768506 8100  
SR# 20151066930

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 10488682  
Date: 11-24-15

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 02:25 PM 06/17/2015  
FILED 02:22 PM 06/17/2015  
SRV 150934559 - 5768506 FILE

**CERTIFICATE OF INCORPORATION  
OF  
INTERNATIONAL PROFESSIONAL MARKETING, INC.**

1. The name of the corporation shall be: INTERNATIONAL PROFESSIONAL MARKETING, INC.
2. The corporation's registered office in the State of Delaware is located at: 615 South DuPont Highway in the city of Dover, County of Kent, 19901. The name of the registered agent of the corporation at such address is: National Corporate Research, Ltd.
3. The purpose or purposes of the corporation shall be: To conduct any lawful business, purpose or activity.
4. The total number of shares and par value of stock which the corporation shall be authorized to issue is: 2,500 shares of capital stock without par value of which 500 shares shall be Class A common shares and 2,000 shares shall be Class B common shares. The voting rights of each class are as follows:

Class A common stockholders shall be entitled to the exclusive right to vote (1 vote for each share held) in the election of directors and on other matters.

Class B common stockholders are denied voting rights.

5. The name and address of the incorporator is as follows: Myron H. Bari, c/o Greenberg Dauber Epstein & Tucker, One Gateway Center, Suite 600, Newark, New Jersey 07102.

6. No director shall be personally liable to the corporation or its stockholders for monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law, (a) for breach of the director's duty of loyalty to the corporation or its stockholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) pursuant to Section 174 of the Delaware General Corporation Law, or (d) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this Article Sixth shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

IN WITNESS WHEREOF, the undersigned, being the incorporator herein before named, has executed, signed and acknowledged this Certificate of Incorporation this 17<sup>th</sup> day of June, 2015.

BY: 

(Incorporator)

Name: Myron H. Bari

# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF  
DELAWARE, DO HEREBY CERTIFY "INTERNATIONAL PROFESSIONAL MARKETING,  
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 TWENTY-FIFTH DAY OF  
NOVEMBER, A.D. 2015.



5768506 8300

SR# 20151066930

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

A handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Authentication: 10488691

Date: 11-25-15