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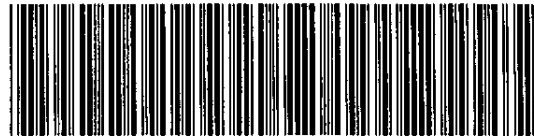
(Business Entity Name)

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16 NOV 17 AM 7:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Global Brand Concepts GmbH, 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:

Marcus Korndoerfer

Name of Person

Global Brand Concepts GmbH

Firm/Company

209 Parktowne Blvd, Suite 5

Address

Edgewater, FL 32132

City/State and Zip code

m.korndoerfer@g-b-c.us

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

For further information concerning this matter, please call:

Marcus Korndoerfer

386

333-1285

at ()

Name of Person

Area Code

Daytime Telephone Number

STREET/COURIER ADDRESS:

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

MAILING ADDRESS:

Registration 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

**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.*

Global Brand Concepts GmbH, Inc.

1. _____
(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. Registered in Pennsylvania / Originally Inc. in Germany 3. 22-3779601
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. Pennsylvania: 2001 / Germany: 1998 5. _____
(Date of incorporation) (Date of duration, if other than 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. 209 Parktowne Blvd., Suite 5, Edgewater, FL 32132
(Principal office address)

(Current mailing address, if different)

8. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Marcus Korndorfer

Office Address: 209 Parktowne Blvd., Suite 5
Edgewater, Florida 32132
(City) (Zip code)

9. 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.

Marcus Korndorfer

Digitally signed by Marcus Korndorfer
DN: cn=Marcus Korndorfer, o=Global Brand Concepts GmbH, c=US
Date: 2016.08.28 14:28:54 -0400

(Registered agent's signature)

10. 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.

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16 NOV 17 AM 7:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: Michael Weissenrieder

Address: Am Guten Brunnen 10, 67547 Worms, Germany

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

B. OFFICERS

President: CEO / Marcus Korndorfer

Address: 1107 Palmetto Street, New Smyrna Beach, FL 32168

Vice President:

Address:

Secretary:

Address:

Treasurer:

Address:

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

12. Marcus Korndorfer

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 11 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.

13. Marcus Korndorfer

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

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16 NOV 17 AM 7:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Nummer der Eintragung	a) Firma b) Sitz, Niederlassung, inlandische Geschäftsanschrift, empfangsberechtigte Person, Zweigniederlassungen c) Gegenstand des Unternehmens	Grund- oder Stammkapital	a) Allgemeine Vertretungsregelung b) Vorstand, Leitungsorgan, geschäftsführende Direktoren, persönlich haftende Gesellschafter, Geschäftsführer, Vertretungsberechtigte und besonders Vertretungsbefugnis	Prokura	a) Rechtsform, Beginn, Satzung oder Gesellschaftsvertrag b) Sonstige Rechtsverhältnisse	a) Tag der Eintragung b) Bemerkungen
1	2	3	4	5	6	7
1	a) <u>CORRECT Pro GmbH</u> b) Worms c) die Abwicklung von Streckengeschäften als Aktionslieferant mit Schwerpunkt im Sport-, Reise- und Businessgeschäft; - Herstellung, Handel und Vertrieb von Verkaufsfordernungen, Geschenk- und Gebrauchsgüter sowie deren In- und Export einschließlich aller hiermit zusammenhängenden Geschäfte und Dienstleistungen; - Marketingmanagement für Dritte	100.000,00 EUR	a) Ist nur ein Geschäftsführer bestellt, so vertritt er die Gesellschaft allein. Sind mehrere Geschäftsführer bestellt, so wird die Gesellschaft durch zwei Geschäftsführer oder durch einen Geschäftsführer gemeinsam mit einem Prokuristen vertreten. b) Geschäftsführer: Weisseneder, Michael, Dipl.-Betriebswirt (FH), Worms einzelvertretungsberechtigt mit der Befugnis im Namen der Gesellschaft mit sich im eigenen Namen oder als Vertreter eines Dritten Rechtsgeschäfte abzuschließen	<u>Einzelprokura</u> Buscher, Hans Thomas, Worms, 25.07.1964 Weisseneder, Tania, Worms, 02.12.1975	a) Gesellschaft mit beschränkter Haftung Gesellschaftsvertrag vom 13.05.1998 zuletzt geändert am 01.09.2004	a) 24.01.2006 Gebel b) Tag der ersten Eintragung: 07.07.1998 Dieses Blatt ist bei gleichzeitiger Konzentration der Registergenote zur Fortführung auf EDV umgeschrieben worden und an die Stelle des bisherigen Registerblattes des Amtsgerichtes Worms HRB 1801 getreten Freigegeben am 24.01.2006.
2	b) Gemäß § 3 EGGmbHG von Amts wegen eingetragene: Geschäftsanschrift: Pinz-Café-Anlage 33, 67547 Worms					a) 27.11.2009 Güntherodt
3	b) Benennung: Gemäß § 3 EGGmbHG von Amts wegen eingetragen: Geschäftsanschrift: Am Guden Brunnen 10, 67547 Worms					a) 14.12.2009 Güntherodt
4	a) Geändert, jetzt: GLOBAL BRAND CONCEPTS GmbH c)			Einzelprokura: Kasper, Peter, Offenbach am Main, 23.06.1969	a) Die Gesellschafterversammlung vom 15.04.2010 hat eine Änderung des Gesellschaftsvertrages in § 1 Abs. 1 (Firma und Satz), § 2 Ziff. 1 (Gegenstand des Unternehmens), § 5 Ziff. 2 bis 5 (Geschäftsführung, Vertretung) und § 18	a) 29.04.2010 Lutz b)

Handelsregister B des Amtsgerichts Mainz

Ausdruck

Abruf vom 31.08.2016 15:04

Nummer der Firma:

HRB 11801

Seite 2 von 2

Nummer der Eintragung	a) Firma b) Sitz, Niederlassung, inlandische Geschäftsanschrift, empfangsberechtigte Person, Zweigniederlassungen c) Gegenstand des Unternehmens	Grund- oder Stammkapital	a) Allgemeine Vertretungsregelung b) Vorstand, Leitungsorgan, geschäftsführende Direktoren, persönlich haftende Gesellschafter, Geschäftsführer, Vertretungsberechtigte und besondere Vertretungsbefugnis	Prokura	a) Rechtsform, Beginn, Satzung oder Gesellschaftsvertrag b) Sonstige Rechtsverhältnisse	a) Tag der Eintragung b) Bemerkungen
1	2	3	4	5	6	7
	Die Entwicklung, die Herstellung, der Handel und der Vertrieb von Handels-, Werbe-, Geschenk- und Gebrauchsartikeln aller Art, sowie deren im- und Export einschließlich aller hiermit zusammenhängenden Geschäfte und Dienstleistungen; die Umsetzung individueller Werbemaßnahmen im Kundenlayout mit allen hierfür erforderlichen Funktionen und Schnittstellen zu Lieferanten und Kundensystemen; die Bereitstellung kundenspezifischer und globaler Fullservice-Werbeprozesse inklusive Konzeptionierung, Versand und Kundenservice, die Organisation, Durchführung und der Verkauf von Event- und Incentivereisen; die Übernahme von Vertretungen; Marketingdienstleistungen aller Art.				(Bekanntmachungen) und mit ihr die Änderung der Firma und des Unternehmensgegenstandes beschlossen.	Fall 5
5				Prokura erteilt: Wiesenereder, Tanja, Worms, 02.12.1975		a) 06.01.2013 Loth b) Fall 6
6				Prokura erteilt: Buscher, Hans Thomas, Worms, 25.07.1964		a) 07.05.2013 Loth b) Fall 7



Global Brand Concepts GmbH

Am Guten Brunnen 10
67547 Worms/Germany
49 6241 20480 0
49 6241 20480 48

Trade Register B of the Mainz Local Court

Printout
retrieved on 9th NOV 2016 at 09:54 hrs

Company number:
Page 1 of 2

HRB 11801

No. of Entry	a) Company name b) Headquarters, branch, local business address, authorized recipient, branch offices c) Scope of business	Share of capital or stock	a) Common policies of representation b) Board of directors, management body, managing directors, general partners, directors, authorized representatives and holders of special power of representation	Power of attorney	a) Legal form, founding date, bylaws or company agreement b) Other legal relationships	a) Date of Entry b) Remarks
1	2	3	4	5	6	7
1	a) CORRECT Pro GmbH b) Worms c) - carrying out drop shipments as a special supplier with a focus on sports, travel and business luggage; - manufacturing, trade, and distribution of promotional, gift and consumer goods as well as their import and export, including all related business transactions and services; - marketing management for third parties.	100,000.00 EUR	a) If only one managing director has been appointed, the he shall represent the company on his own. If several managing directors have been appointed, then the company shall be represented by two managing directors or by one managing director jointly with an authorized representative. b) Managing director: Weissenrieder, Michael, Dipl.-Betriebswirt (FH), Worms sole power of representation; with the authorization to carry out legal transactions in the name of the company on his own or as a representative of a third party.	Single power of attorney: Blyschner, Hans Thomas, Worms, DoB 25 JUL 1964 Weissenrieder, Tanja, Worms, DoB 02 DEC 1975	a) Limited-liability company Company agreement dated 13 MAY 1998 last amended on 01 SEP 2004	a) 24 JAN 2006 Gebel b) Date of last Entry: 07 JUL 1998 This page has been rewritten to be electronically and in that process it has replaced the previous register page of the Worms Local Court HRB 1801. Released on 24 JAN 2006.
2	b) Pursuant to Section 3 EGGmbHG officially recorded: Company address: Prinz-Carl-Anlage 33, 67547 Worms					a) 27 NOV 2009 Güntheroth
3	b) Correction: Pursuant to Section 3 EGGmbHG officially recorded: Company address: Am Guten Brunnen 10, 67547 Worms					a) 27 NOV 2009 Güntheroth
4	a) Amended, now: GLOBAL BRAND CONCEPTS GmbH c) The development, production, and			Single power of attorney: Kasper, Peter, Offenbach am Main, DoB 23 rd June 1969	a) The shareholders' meeting on 15 APR 2010 adopted the resolution to change the company agreement in Section 1 (Name and Registered Office), Section 2 Item 1 (Scope of	a) 29 APR 2010 Lotz b)

Trade Register B of the Mainz Local Court

Printout
retrieved on 09 NOV 2016 at 09:54 hrs

Company number:
Page 2 of 2

HRB 11801

No. of Entry	a) Company name b) Headquarters, branch, local business address, authorized recipient, branch offices c) Scope of business	Share capital or stock	a) Common policies of representation b) Board of directors, management body, managing directors, general partners, directors, authorized representatives and holders of special power of representation	Power of attorney	a) Legal form, founding date, bylaws or company agreement b) Other legal relationships	a) Date of Entry b) Remarks
1	2	3	4	5	6	7
	the distribution of business promotional articles, gifts, and consumer goods of all types, as well as their import and export, including all related business transactions and services; the implementation of individual business promotion online shops in customer layout with all hereto needed functions and interfaces to distributors and customer systems, the provision of customer-specific and global full-service promotional articles processes including assembly, shipment and customer service; the organization, implementation and the sale of event and promotional travel; the assumption of representations, marketing services of all types.				Business), Section 5 (Item. 2 to 5 (Management and Representation) and Section 18 (Announcements) and with it the change of the company name and the scope of business.	Case 5
5				Power of attorney discontinued: Weissenrieder, Tanja, Worms, DOB 02 DEC 1975		a) 06 JAN 2013 LOZ b) Case 6
6				Power of attorney discontinued: Buscher, Hans Thomas, Worms, DOB 25 JUL 1964		a) 07 MAY 2013 LOZ b) Case 7

I, Robert Avery Grey, sworn German-English translator by the Frankfurt Regional Court, hereby certify that the above translation from the original document is accurate and complete.

Frankfurt am Main, Germany, 14 NOV 2016


Charles Fehner
NOTARY PUBLIC
STATE OF FLORIDA
Commission # FP000005
Expires 4/27/2020

Shivers, Justin

From: Maria Rickling <mricklin@stetson.edu>
Sent: Wednesday, November 16, 2016 6:47 AM
To: Shivers, Justin
Cc: Marcus Korndoerfer - GBC USA
Subject: RE: Documents Attached for Ref#: W16000075264
Attachments: _TSC161028130884.PDF

Good Morning Justin,

I spoke with the CEO of the American branch (copied on this email) to get clarification on this in order to answer your question below. Here is the answer along with some information in case it's helpful for you.

Yes, the business was first incorporated in Germany under the name Global Brand Concepts. When the business was brought to the states (registered in Pennsylvania – see attached) the name was changed to Another World Merchandising, Inc., DBA Global Business Concepts. This was done to distinguish the two companies (parent from subsidiary) however the DBA was used to still link the two.

The American branch has now moved its physical facilities from Pennsylvania to Florida, which is why we are now asking to be registered in Florida (the company will eventually de-register in Pennsylvania).

Thanks again for your assistance with this. As I mentioned, registering a foreign firm in Florida is a new process for me (the bookkeeper) so any help you can provide in helping us accomplish this registration is appreciated.

Regards,
Maria

From: Shivers, Justin [mailto:Justin.Shivers@dos.myflorida.com]
Sent: Tuesday, November 15, 2016 4:07 PM
To: Maria Rickling <mricklin@stetson.edu>
Subject: RE: Documents Attached for Ref#: W16000075264

It looks like the name in Germany is Global Brand Concepts GmbH as per #4 under No. of Entry, is this correct?

From: Maria Rickling [mailto:mricklin@stetson.edu]
Sent: Tuesday, November 15, 2016 2:01 PM
To: Shivers, Justin
Subject: RE: Documents Attached for Ref#: W16000075264

Hi Justin,

Attached please find the original in German. Let me know if anything else is needed.

Thanks again,

Maria

From: Shivers, Justin [<mailto:Justin.Shivers@dps.myflorida.com>]
Sent: Tuesday, November 15, 2016 1:40 PM
To: Maria Rickling <mricklin@stetson.edu>
Subject: RE: Documents Attached for Ref#: W16000075264

Do you have the original non translated document from Germany? If so can you scan and email that to me as well?

Thanks!

From: Maria Rickling [<mailto:mricklin@stetson.edu>]
Sent: Tuesday, November 15, 2016 1:05 PM
To: Shivers, Justin
Cc: Marcus Korndorfer - GBC USA; Maria Rickling
Subject: Documents Attached for Ref#: W16000075264

Good Afternoon Justin,

Attached are three documents: a copy of the letter we received from you with regards to needing a cert. of existence from Germany in order to process our application, a copy of our original application, and the certificate of existence from Germany with a notarized statement from the translator.

Thank you for your help on the phone earlier. I kindly ask that you acknowledge receipt of this email, and please let me know if additional information is needed.

Regards,
Maria

Maria F. Rickling, PhD
Assistant Professor of Accounting
Director, First Year Seminars
M.E. Rinker, Sr. Institute of Tax and Accountancy
Stetson University School of Business Administration
421 N. Woodland Blvd., Unit 8398
DeLand, FL 32723
386-822-7377 (phone)
386-822-7426 (fax)
Office: LBC 518-A
mricklin@stetson.edu

The Department of State is committed to excellence. Please take our Customer Satisfaction Survey .

On November 15, 2016, Sunbiz.org is getting a facelift! The Florida Division of Corporations is pleased to announce that it will offer Florida business entities a new and improved website! The transition began in February, but there will be no major changes to Sunbiz.org until the new website launches in November. Current bookmarks and links remain active. See the announcement at www.sunbiz.org/coming-soon/ for more information.

On November 15, 2016, Sunbiz.org is getting a facelift! The Florida Division of Corporations is pleased to announce that it will offer Florida business entities a new and improved website! The transition began in February, but there will be no major changes to Sunbiz.org until the new website launches in November.