

F18000003296

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

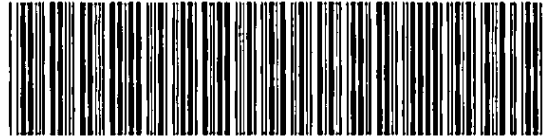
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7 SIMMONS
JUL 17 2018

CINOTTI LLP
ATTORNEYS-AT-LAW
66 W. FLAGLER STREET, SUITE 1002
MIAMI, FL 33130
TEL: (786) 577-2291; FAX: (646) 478-9147
♦
11 BROADWAY, SUITE 368
NEW YORK, NEW YORK 10004
WWW.CINOTTILAW.COM
New York ♦ Miami ♦ Rome

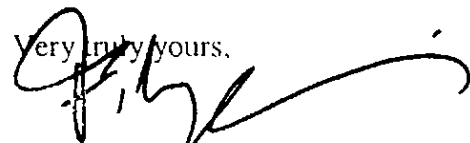
July 11, 2018

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

RE: RPS AMERICA INC. – Application for Authority. Doc. Number W18000062169

Please find enclosed the Certificate of Good Standing to complete the Application for Authority of the above named company in Florida.

Please feel free to contact us at 212-285-0489 or fax: 646-478-9147.

Very truly yours,

CINOTTI LLP

Enclosure

RECEIVED
2018 JUL 17 PM 12:20
DIVISION OF CORP.
TALLAHASSEE, FL

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: RPS AMERICA 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:

Micaela Conte, Esq.

Name of Person

CINOTTI LLP

Firm/Company

11 Broadway, suite 368

Address

New York, NY 10004

City/State and Zip code

mconte@cinottistone.com

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

For further information concerning this matter, please call:

Micaela Conte, Esq.

212

at ()

825-0489

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.*

1. RPS AMERICA 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 3. 81-1344580
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 2/3/2016 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. 8808 Beckett Road, West Chester, OH 45069-2902
(Principal office address)

(Current mailing address, if different)

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

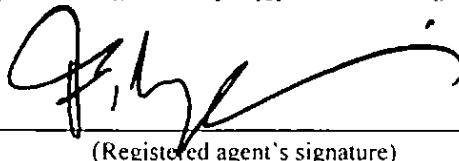
Name: CINOTTI LLP

Office Address: 66 West Flagler Street, Ste 1002

Miami , Florida 33130
(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.



(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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JUL 17 PM 3:03
18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: Paolo Zanotti

Address: c/o Funaro & Co.
350 Fifth Avenue, 41st Floor, New York, NY 10118

Vice Chairman: Fabio Passuello

Address: 8808 Beckett Road, West Chester, OH 45069-2902

Director: Ed Kwiatkowski

Address: 808 Beckett Road, West Chester, OH 45069-2902

Director: _____

Address: _____

B. OFFICERS

President: Roberto Facci

Address: 808 Beckett Road, West Chester, OH 45069-2902

Vice President: _____

Address: _____

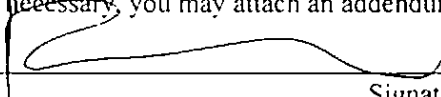
Secretary: Filippo Cinotti

Address: c/o Cinotti LLP, 66 West Flager Street, suite 1002, Miami, FL 33130

Treasurer: Ed Kwiatkowski

Address: 808 Beckett Road, West Chester, OH 45069-2902

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

12. 
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. FILIPPO CINOTTI, SECRETARY

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

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18 JUL 17 PM 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RPS AMERICA 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 ELEVENTH DAY OF JULY, A.D. 2018.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "RPS AMERICA INC." WAS INCORPORATED ON THE THIRD DAY OF FEBRUARY, A.D. 2016.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



5954672 8300

SR# 20185609207

You may verify this certificate online at 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.

Jeffrey W. Bullock, Secretary of State

Authentication: 203044573

Date: 07-11-18