

# FI9000002317

\_\_\_\_\_  
(Requestor's Name)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



200327397142

04/05/19--01022--025 \*\*70.00

05/15/19--01017--017 \*\*650.00

05/15/19 09:15  
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B KINSEY  
MAY 15 2019



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

May 1, 2019

RONALD LEWIS  
100 SANDUSKY STREET  
PITTSBURGH, PA 15212

SUBJECT: SMS GROUP INC.  
Ref. Number: W19000035958

We have received your document for SMS GROUP INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

Pursuant to section 607.1502(4), 617.1502(4) or 605.0904(7), Florida Statutes, this entity is liable for a civil penalty of at least \$500 but not more than \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification. In addition to this civil penalty, the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state are also due. The amount due this office to cover both annual report(s) and penalty fees is \$650.00. FLA DEPT OF

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)-245-6052.

Brooke N Kinsey  
Regulatory Specialist II

Letter Number: 819A00008754

DBB1 EXECUTING CENTER  
CIRCLE



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

April 9, 2019

RONALD LEWIS  
100 SANDUSKY STREET  
PITTSBURGH, PA 15212

SUBJECT: SMS GROUP INC.  
Ref. Number: W19000035958

We have received your document for SMS GROUP INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of your corporation is not available in Florida. An out-of-state corporation whose name is not available must adopt an alternate corporate name for use in Florida. The alternate corporate name must contain "Incorporated," "Company," "Corporation," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp." Please enter the alternate corporate name in the space provided in number one of the application.

The document number of the name conflict is L07000023670.

Pursuant to section 607.1502(4), 617.1502(4) or 605.0904(7), Florida Statutes, this entity is liable for a civil penalty of at least \$500 but not more than \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification. In addition to this civil penalty, the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state are also due. The amount due this office to cover both annual report(s) and penalty fees is \$650.00.

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) 245-6052.

Brooke N Kinsey  
Regulatory Specialist II

Letter Number: 819A00007123

04/17/19

ALTERNATE CORP. NAME CORRECTED.



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

April 18, 2019

RONALD LEWIS  
100 SANDUSKY STREET  
PITTSBURGH, PA 15212

SUBJECT: SMS GROUP INC.  
Ref. Number: W19000035958

2019 APR 18 PM 3:51

We have received your document for SMS GROUP INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

The name must contain a word that will clearly indicate that it is a corporation. Such words include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

Pursuant to section 607.1502(4), 617.1502(4) or 605.0904(7), Florida Statutes, this entity is liable for a civil penalty of at least \$500 but not more than \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification. In addition to this civil penalty, the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state are also due. The amount due this office to cover both annual report(s) and penalty fees is \$650.00.

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) 245-6052.

Brooke N Kinsey  
Regulatory Specialist II

Letter Number: 919A00007904

## COVER LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: SMS group 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:

Ronald O. Lewis

Name of Person

SMS group Inc.

Firm/Company

100 Sandusky Street

Address

Pittsburgh, PA 15212

City/State and Zip code

ron.lewis@sms-group.com

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

For further information concerning this matter, please call:

Ronald O. Lewis

at (412) 237-8562

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. SMS group Inc.  
(Enter name of corporation: must include "INCORPORATED," "COMPANY," "CORPORATION,"  
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")
- ~~SMS group (DE)~~ SMS GROUP INC. (DE)  
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
2. Delaware — 3. 25-0912177  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 02/01/2018 5. —  
(Date of incorporation) (Date of duration, if other than perpetual)
6. 02/01/18  
(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 100 Sandusky Street, Pittsburgh, PA 15212  
(Principal office address)
- 100 Sandusky Street, Pittsburgh, PA 15212  
(Current mailing address, if different)

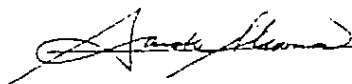
8. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Corporation Service Company  
Office Address: 1201 Hays St  
Tallahassee, Florida 32301  
(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.

Sarah Thomas,  
Assistant Secretary



(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.

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

**A. DIRECTORS**

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS**

President: Pino Tese

Address: 100 Sandusky Street, Pittsburgh, PA 15212

Vice President: CFO: Peter Fernie

Address: 100 Sandusky Street, Pittsburgh, PA 15212

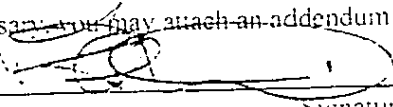
Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

**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. Peter Fernie, CFO

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

# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "SMS GROUP INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

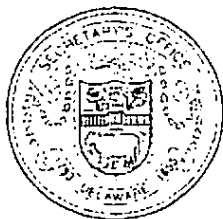
CERTIFICATE OF INCORPORATION, FILED THE NINTH DAY OF SEPTEMBER, A.D. 1992, AT 11 O`CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-SECOND DAY OF OCTOBER, A.D. 1993, AT 9 O`CLOCK A.M.

CERTIFICATE OF MERGER, CHANGING ITS NAME FROM "SMS HOLDINGS CORPORATION" TO "SMS CAPITAL CORPORATION", FILED THE TWENTY-SECOND DAY OF OCTOBER, A.D. 1993, AT 9:01 O`CLOCK A.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE FIRST DAY OF MAY, A.D. 1997, AT 9 O`CLOCK A.M.

CERTIFICATE OF OWNERSHIP, FILED THE TWENTY-NINTH DAY OF DECEMBER, A.D. 1998, AT 10 O`CLOCK A.M.



2308962 8310

SR# 20192446431

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 in a small font.

Authentication: 202558703

Date: 04-01-19

# Delaware

The First State

Page 2

CERTIFICATE OF MERGER, FILED THE THIRTIETH DAY OF DECEMBER,  
A.D. 1998, AT 10 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE THIRTIETH DAY OF DECEMBER,  
A.D. 1998, AT 10:01 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "SMS CAPITAL  
CORPORATION" TO "BATTENFELD GLOUCESTER ENGINEERING CO., INC.",  
FILED THE FIRST DAY OF FEBRUARY, A.D. 1999, AT 4:30 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-FIRST DAY OF  
OCTOBER, A.D. 1999, AT 12:30 O'CLOCK P.M.

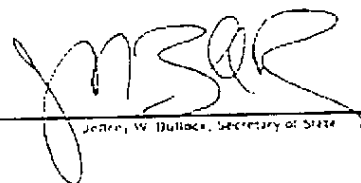
CERTIFICATE OF OWNERSHIP, FILED THE TWENTY-THIRD DAY OF  
SEPTEMBER, A.D. 2003, AT 1:53 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE  
AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTIETH DAY OF  
SEPTEMBER, A.D. 2003 AT 11:59 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE TWENTY-NINTH DAY OF JUNE, A.D.  
2007, AT 11:57 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE  
AFORESAID CERTIFICATE OF MERGER IS THE THIRTIETH DAY OF JUNE, A.D.  
2007 AT 11:59 O'CLOCK P.M.



  
J. W. Bullock, Secretary of State

2308962 8310

SR# 20192445431

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

Authentication: 202558708

Date: 04-01-19

# Delaware

The First State

Page 3

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "BATTENFELD  
GLOUCESTER ENGINEERING CO., INC." TO "SMS CAPITAL CORPORATION",  
FILED THE NINTH DAY OF SEPTEMBER, A.D. 2010, AT 9:31 O'CLOCK A.M.

CERTIFICATE OF OWNERSHIP, FILED THE NINTH DAY OF FEBRUARY, A.D.  
2011, AT 1:20 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "SMS CAPITAL  
CORPORATION" TO "SMS GROUP INC.", FILED THE FOURTH DAY OF JANUARY,  
A.D. 2018, AT 1:38 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE TWENTY-SIXTH DAY OF JANUARY,  
A.D. 2018, AT 1:25 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE  
AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF FEBRUARY, A.D.  
2018 AT 12 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID  
CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE  
AFORESAID CORPORATION, "SMS GROUP INC.".

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



2308962 8310

SR# 20192446431

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 "J. Butts", is written over a horizontal line. Below the line, the text "Jeffrey W. Butts, Secretary of State" is printed in a small font.

Authentication: 20255870S

Date: 04-01-19

# Delaware


The First State

Page 4

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SMS GROUP  
INC." WAS INCORPORATED ON THE NINTH DAY OF SEPTEMBER, A.D. 1992.

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



  
Jeffrey W. Butts, Secretary of State

2308962 8310

SR# 20192446431

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

Authentication: 202559708

Date: 04-01-19