

F99000002784

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: CDC USA, 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", 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:

John Trimarchi  
(Name of Person)  
CDC USA, Inc.  
(Firm/Company)  
69 North Hook Road  
(Address)  
Bayonne, New Jersey 07002  
(City/State/Zip)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JUN - 1 AM 10:26

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

Should you need to call someone concerning this matter, please call:

Steven P. Calkins at ( 516 ) 628-8700  
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien 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

F99-2784

Name	OR 26-11
Availability	
Document	
Examiner	
Updater	
Verifier	
Acknowledgment	
W. P. Verifier	



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

May 10, 1999

JOHN TRIMARCHI  
69 NORTH HOOK ROAD  
BAYONNE, NJ 07002

SUBJECT: CDC USA, INC.  
Ref. Number: W99000010852

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DIVISION OF CORPORATIONS  
99 JUN - 1 AM 10: 26

We have received your document for CDC USA, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline  
Document Specialist

Letter Number: 699A00025439

LAW OFFICES OF  
**STEVEN P. CALKINS & ASSOCIATES, P.C.**

STEVEN P. CALKINS \*

JAMES R. HALLEY, Jr.  
THOMAS V. HALLEY\*\*  
OF COUNSEL

110 East 59<sup>th</sup> Street, 23<sup>rd</sup> Floor  
New York, New York 10022  
Tel: (212) 207-8800  
Fax: (212) 207-8962  
e-mail: calklaw@aol.com

Also Admitted:

\* Connecticut & D.C.  
Federal Courts  
\*\* Florida / Puerto Rico  
Federal Courts

May 28, 1999

Division of Corporations  
Florida Department of State  
P.O. Box 6327  
Tallahassee, FL 32314  
Attn: Tammi Cline, Document Specialist

Re: CDC USA, INC.  
Ref. No. W99000010852  
Letter No. 699A00025439

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DIVISION OF CORPORATIONS  
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Dear Ms Cline:

We are attorneys for CDC USA, INC. and respond to your letter dated May 10, 1999, and submit for filing: Resolution of Board of Directors dated May 28, 1999, selecting the alternative name, in Florida, as CDC USA OF SOUTH FLORIDA, INC.

Enclosed is the completed Resolution of Board of Directors and one copy with a return self-addressed stamped envelop. The fee of \$78.75 was previously paid. Please address all other correspondence to our client:

CDC USA, INC.  
69 North Hook Road  
Bayonne, NJ 07002

Very truly yours,

Steven P. Calkins & Associates, P.C.



Steven P. Calkins

Enc.

cc: CDC USA, INC.

## RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned John Trimarchi, do hereby certify  
(Name)

that this Resolution of the Board of Directors of CDC USA, INC.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of New Jersey  
~~New York~~

was duly adopted on May 28, 19 99.

Be it resolved, that CDC USA, INC.

(Corporate Name)

organized and existing in the State of New Jersey  
~~New York~~, hereby adopts the name

CDC USA OF SOUTH FLORIDA, INC. for use in Florida.

Dated: May 28, 1999

John Trimarchi  
Signature of either Chairman, Vice Chairman or any officer

John Trimarchi, Vice-President and Director  
Type or print name

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**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. CDC USA, Inc.  
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. New Jersey 3. 11-3321159  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. May 13, 1996 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 69 North Hook Road  
Bayonne, New Jersey 07002  
(Current mailing address)
8. Ocean Transportation Intermediary / Non-vessel operating common carrier (NVOCC)  
(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 or Mail Drop Box NOT acceptable)**  
Name: Thomas V. Halley, Esq.  
Office Address: c/o Halley, Calkins & Halley, P.A.  
801 Brickell Ave., 9th Fl., Miami, Florida, 33131  
(Zip code)

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DIVISION OF CORPORATIONS  
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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) THOMAS V. HALLEY

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 addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

**A. DIRECTORS (Street address only - P.O. Box NOT acceptable)**

Chairman: Massimo Lolli

Address: Via Paleocapa 1/5  
57123 Livorno, ITALY

Vice Chairman: John Trimarchi

Address: 69 North Hook Road  
Bayonne, New Jersey 07002

Director: Marco Orlandi

Address: Via Paleocapa 1/5  
57123 Livorno, ITALY

Director: Stefano Bassini

Address: Via Paleocapa 1/5  
57123 Livorno, ITALY

**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**

President: Massimo Lolli

Address: Via Paleocapa 1/5  
57123 Livorno, ITALY

Vice President: John Trimarchi

Address: 69 North Hook Road  
Bayonne, New Jersey 07002

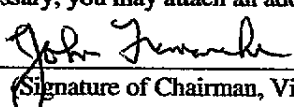
Secretary: John Trimarchi

Address: 69 North Hook Road  
Bayonne, New Jersey 07002

Treasurer: John Trimarchi

Address: 69 North Hook Road  
Bayonne, New Jersey 07002

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

13.   
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. John Trimarchi, Director and Vice-President  
(Typed or printed name and capacity of person signing application)

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DIVISION OF CORPORATIONS  
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STATE OF NEW JERSEY  
DEPARTMENT OF TREASURY  
SHORT FORM STANDING

CDC USA, INC.

*I, the Treasurer of the State of New Jersey,  
do hereby certify that the above-named  
New Jersey Domestic Profit Corporation was  
registered by this office on May 13, 1996.*

*As of the date of this certificate, said business  
continues as an active business in good standing  
in the State of New Jersey, and its Annual Reports  
are current.*

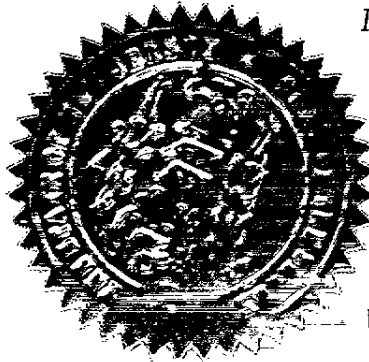
*I further certify that the registered agent and  
registered office are:*

*John Trimarchi  
69 N Hook Rd  
Bayone, NJ 07002*

*Continued on next page . . .*

STATE OF NEW JERSEY  
DEPARTMENT OF TREASURY  
SHORT FORM STANDING

CDC USA, INC.



IN TESTIMONY WHEREOF, I have  
hereunto set my hand and  
affixed my Official Seal  
at Trenton, this  
29th day of April, 1999

*James A. DiEleuterio, Jr.*

James A DiEleuterio, Jr.  
Treasurer