

M14000001231

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

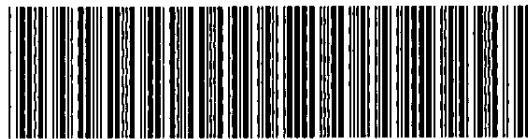
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



100256917331

02/24/14--01001--007 **155.00

RECEIVED
DEPARTMENT OF STATE
14 FEB 21 2014
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

N. Gulligan FEB 24 2014

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-23

CONTACT: RICKY SOTO

DATE: 02/21/2014

REF. #: 9058001

CORP. NAME: PACE INTERNATIONAL LUXEMBOURG S.A.R.L. LLC

- | | | |
|---|---|--|
| ☐ ARTICLES OF INCORPORATION | ☐ ARTICLES OF AMENDMENT | ☐ ARTICLES OF DISSOLUTION |
| ☐ ANNUAL REPORT | ☐ TRADEMARK/SERVICE MARK | ☐ FICTITIOUS NAME |
| ☒ FOREIGN QUALIFICATION | ☐ LIMITED PARTNERSHIP | ☐ LIMITED LIABILITY |
| ☐ REINSTATEMENT | ☐ MERGER | ☐ WITHDRAWAL |
| ☐ CERTIFICATE OF CANCELLATION | | |
| ☐ OTHER: | | |

STATE FEES PREPAID WITH CHECK# 70015496 FOR \$ 155.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ **COST LIMIT: \$**_____

PLEASE RETURN:

- | | | |
|--|---|---|
| ☒ CERTIFIED COPY | ☐ CERTIFICATE OF GOOD STANDING | ☐ PLAIN STAMPED COPY |
| ☐ CERTIFICATE OF STATUS | | |

Examiner's Initials

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: Pace International Luxembourg S.a.r.l. LLC

Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Ruben Fernandez

Name of Person

Pace Americas, LLC

Firm/Company

3701 FAU Blvd., Suite 200

Address

Boca Raton, FL 33431

City/State and Zip Code

darla.skolnick@pace.com

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

For further information concerning this matter, please call:

Darla Skolnick

Name of Contact Person

at (**561**) **995-6016**

Area Code

Daytime Telephone Number

MAILING ADDRESS:

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

STREET ADDRESS:

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

Enclosed is a check for the following amount:

☐ \$125.00 Filing Fee

☐ \$130.00 Filing Fee &
Certificate of Status

☐ \$155.00 Filing Fee &
Certified Copy

☐ \$160.00 Filing Fee, Certificate
of Status & Certified Copy

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 605.0902, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A
FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:*

1. Pace International Luxembourg S.a.r.l. LLC

(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida. The alternate name must include "Limited Liability Company," "L.L.C.," or "LLC.")

2. Grand Duchy of Luxembourg

(Jurisdiction under the law of which foreign limited liability company is organized)

3. _____

(FEI number, if applicable)

4. _____

(Date first transacted business in Florida, if prior to registration.)
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

5. 42 44, Avenue de la Gare

L-1610 Luxembourg

(Street Address of Principal Office)

6. 3701 FAU Blvd., Suite 200 - 101

Boca Raton, FL 33431

(Mailing Address)

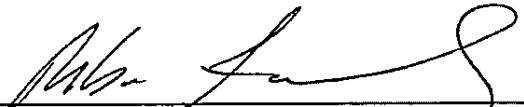
7. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:

Ruben Fernandez, Manager

3701 FAU Blvd., Suite 200

Boca Raton, FL 33431

8. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted)



Signature of an authorized person

(In accordance with section 605.0203, F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any 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.)

Ruben Fernandez

Typed or printed name of signee

FILED

2014 FEB 21 AM 10:12

STATE OF FLORIDA
DEPARTMENT OF STATE

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 605.0113 or 605.0902 (1)(d), FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Pace International Luxembourg S.a.r.l. LLC

If unavailable, the alternate to be used in the state of Florida is:

2. The name and the Florida street address of the registered agent and office are:

NRAI Services, Inc.

(Name)

1200 South Pine Island Road

Florida Street Address (P.O. Box NOT ACCEPTABLE)

Plantation

FL

33324

City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 605, Florida Statutes.



(Signature)

Michele Holden,
Assistant Secretary

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

FILED
2014 FEB 21 AM 10:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXTRAIT

Pace International Luxembourg S.à r.l.

Numéro d'immatriculation : B 182643

Date d'immatriculation / d'inscription : 18/12/2013

Dénomination(s) ou raison(s) sociale(s) :

Pace International Luxembourg S.à r.l.

Forme juridique : Société à responsabilité limitée

Siège social :

42 44, Avenue de la Gare
L - 1610 Luxembourg

Indication de l'objet social : La Société a pour objet la prise de participations, tant au Luxembourg qu'à l'étranger, dans d'autres sociétés ou entreprises sous quelque forme que ce soit et la gestion de ces participations. La Société pourra en particulier acquérir par souscription, achat, et échange ou de toute autre manière tous titres, actions et autres valeurs de participation, incluant sans limitation, des obligations, tout instrument de dette, créances, certificats de dépôt, des unités de trust et en général toute valeur ou instruments financiers émis par toute entité publique ou privée, y compris des sociétés de personnes. Elle pourra participer dans la création, le développement, la gestion et le contrôle de toute société ou entreprise. Elle pourra en outre investir dans l'acquisition et la gestion d'un portefeuille de brevets ou d'autres droits de propriété intellectuelle de quelque nature ou origine que ce soit. La société pourra établir des succursales à Luxembourg ou à l'étranger. La Société pourra emprunter sous quelque forme que ce soit à l'exception d'un emprunt public. Elle peut procéder, par voie de placement privé, à l'émission de parts et d'obligations et d'autres titres représentatifs d'emprunts et/ou de créances incluant, sans limitation, l'émission de « PECS » et des « warrants », et ce convertibles ou non. La Société pourra prêter des fonds, y compris ceux résultant des emprunts ... (*)

Capital social / fonds social :

Montant : 1.020.000 USD

Etat de libération: Entièrement libéré

Date de constitution : 10/12/2013

Durée :

Illimitée

Exercice social :

Par exception, l'exercice social ayant débuté en date du 10/12/2013 se terminera en date du 31/12/2013.
Du: 01/01 au: 31/12



(*) Extrait de l'inscription : Pour le détail prière de se reporter au dossier.

Pour extrait conforme (*)

Luxembourg, le 07/02/2014

Pour le gestionnaire du registre de commerce et des sociétés

A handwritten signature in black ink that reads 'Kill Michel'.

Michel KILL

¹ En application de l'article 21 paragraphe 2 de la loi modifiée du 19 décembre 2002 concernant le registre de commerce et des sociétés ainsi que la comptabilité et les comptes annuels des entreprises et l'article 21 du règlement grand-ducal modifié du 23 janvier 2003 portant exécution de la loi du 19 décembre 2002, le présent extrait reprend au moins la situation à jour des données communiquées au registre de commerce et des sociétés jusqu'à trois jours avant la date d'émission dudit extrait. Si une modification a été notifiée au registre de commerce et des sociétés entre temps, il se peut qu'elle n'ait pas été prise en compte lors de l'émission de l'extrait.

**Luxembourg Commercial
and Companies Register**

EXTRACT

Pace International Luxembourg S.à r.l.

Registration number: B 182643

Date of registration/entry: 18 December 2013

Company or business name(s):

Pace International Luxembourg S.à r.l.

Legal form: Limited liability company (*société à responsabilité limitée*)

Registered office:

42 44, Avenue de la Gare

L-1610 Luxembourg

Statement of the object of the company: The purpose of the Company is the acquisition of ownership interests, in Luxembourg or abroad, in any companies or enterprises in any form whatsoever and the management of such ownership interests. The Company may in particular acquire by subscription, purchase, and exchange or in any other manner any stock, shares and any other securities, including without limitation bonds, debentures, certificates of deposit, trust units, any other debt instruments and more generally any securities and financial instruments issued by any public or private entity whatsoever, including partnerships. It may participate in the creation, development, management and control of any company or enterprise. It may further invest in the acquisition and management of a portfolio of patents or other intellectual property rights of any nature or origin whatsoever. The Company may establish branches in Luxembourg or abroad. The Company may borrow in any form, except for borrowing from the public. It may issue notes, bonds, debentures and any other kind of debt and/or equity securities, including but not limited to preferred equity certificates and warrants, whether convertible or not in all cases. The Company may lend funds, including the proceeds of any borrowings ... (*)

Corporate Capital/Registered capital:

Amount: 1,020,000 USD

State of payment: fully paid-up

Date of incorporation: 10 December 2013

Duration:

Unlimited

Financial year:

By derogation, the financial year which started on 10 December 2013 shall end on 31 December 2013.

From: 01/01 to: 31/12

Partner(s):

Company or business name: Pace PLC
Legal form: PLC
Country: United Kingdom
Registration number: 01672847
Name of register: Companies House
Registered office of the legal person:
Victoria Road, GB – BD18 3LF Saltaire, West Yorkshire
Number of shares held: 1,020,000 company shares

Director(s)/manager(s):

Signing regime as laid down by the articles of association: Towards third parties, the Company shall be bound by the sole signature of its sole manager or, in case of plurality of managers, by the joint signature of any two managers of the Company. In case the managers are split into two categories, the Company shall obligatorily be bound by the joint signature of one Category A Manager and one Category B Manager.

Governing body: Board of Managers

Surname: Stephany First name(s): Marcel
Function: Category A Manager
Private or business address of the natural person:
23, Cité Aline Mayrisch, L-7268 Bereldange
Term of office: Unlimited

Date of appointment: 10 December 2013

Surname: Fender First name(s): Christophe
Function: Category A Manager
Private or business address of the natural person:
23, rue des Bruyères, L-1274 Howald
Term of office: Unlimited

Date of appointment: 10 December 2013

Surname: Sunnen First name(s): Luc
Function: Category A Manager
Private or business address of the natural person:
23, rue des Bruyères, L-1274 Howald
Term of office: Unlimited

Date of appointment: 10 December 2013

Surname: Dixon First name(s): Anthony John
Function: Category B Manager
Private or business address of the natural person:
5, Common Road, building Mallard Cottage, GB – YO8 5SG Skipwith, Selby, North Yorkshire
Term of office: Unlimited

Date of appointment: 10 December 2013

Surname: Murray First name(s): John Roderick
Function: Category B Manager
Private or business address of the natural person:
Salt Mills road, building flat 39, GB – BD17 7EJ Shipley
Term of office: Unlimited

Date of appointment: 10 December 2013

(*) Extract from the register: for details, please refer to the file.

Certified a true extract ⁽¹⁾

Luxembourg, 07 February 2014

For the Official responsible for maintaining the Luxembourg Commercial and Companies Register

[signature]

Michel KILL

⁽¹⁾ Pursuant to Article 21, paragraph 2, of the amended Law of 19 December 2002 on the Commercial and Companies Register and the account-keeping and annual accounts of businesses and Article 21 of the amended Grand-Ducal Regulation of 23 January 2003 implementing the Law of 19 December 2002, this extract sets out at least the updated situation of the data communicated to the Commercial and Companies Register up until three days before the date of issue of the said extract. Any change notified to the Commercial and Companies Register since then may not have been taken into account when issuing the extract.

CERTIFIED TRUE TRANSLATION

KIM BAULER

Sworn Translator

(Ministerial Decree of 17 September 2010)

Luxembourg, 12.02.2014

