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SEP 20 2017

J. HARRIS

COVER LETTER

TO: **Registration Section**
Division of Corporations

SUBJECT: Lufthansa Industry Solutions BS GmbH
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:

Robin McDougall
Name of Person

LH Group Legal Department
Firm/Company

1640 Hempstead Tpke
Address

East Meadow, NY 11554
City/State and Zip Code

robin.mcdougall@dlh.de
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Robin McDougall at (516) 296-9284
Name of Contact Person — 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 TRANSACT BUSINESS IN FLORIDA

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

1. Lufthansa Industry Solutions BS GmbH, 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. Germany
(Jurisdiction under the law of which foreign limited liability company is organized)

3. 98-1376316
(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. 801 Brickell Ave. Ste. 500
(Street Address of Principal Office)
Miami, FL 33131

6. Legal Department
(Mailing Address)
1640 Hempstead Tpke
East Meadow, NY 11554

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

Name: CT Corporation System

Office Address: 1200 South Pine Island Rd.

Plantation, Florida 33324
(City) (Zip code)

Registered agent's acceptance:
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 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)

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

Title or Capacity:	Name and Address:	Title or Capacity:	Name and Address:
Managing Director	Bernd Appel Am Prime Parc 1 Raunheim, Germany 65479		

(Use attachments if necessary)

9. Attached is a 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. (If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted)

10. This document is executed in accordance with section 605.0203(1)(b), Florida Statutes. 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.

(Signature of authorized person)

Bernd Appel
Typed or printed name of signee

[In top left-hand corner:
Round seal bearing inscription:
President of Darmstadt Local Court]

Darmstadt Local Court

HRB 83850

Official current printout

This printout attests to the content of the Commercial Register.

This printout is not signed and constitutes a certified copy.

Darmstadt, 31 July 2017
[signed]
Gessner, Judicial officer
Clerk of the Court

[Round stamp bearing inscription:
Darmstadt Local Court]

Darmstadt Local Court Commercial Register B	Department B Copy of current entries in the Register as of 31 July 2017 07:36	Company No. HRB 83850
Official Printout	Page 1 of 2	

1. **Number of previous entries:**

   11

2. **a) Company name:**

   Lufthansa Industry Solutions BS GmbH

   b) Registered office, place of business, business address, authorised recipients, branch offices:

   Raunheim
   Business address: Am Prime Parc 1, 65479 Raunheim

   c) Purpose of the company:

   The provision of services in the field of information technology, specialising in the distribution, integration and operation of standard business software and, based on this, the development of individual applications and solutions, especially in the fields of finance, human resources, logistics and manufacturing. In addition the company may provide consultancy, training and further training in these fields. The company primarily provides its services to airlines and companies in the aviation sector, but also to other sectors with comparable business processes.

3. **Capital stock or share capital:**

   EUR 2,000,000.00

4. **a) General regulation on representation:**

   If only one managing director is appointed, he represents the company alone. If several managing directors are appointed, two managing directors represent the company jointly or one managing director together with an authorised signatory.
   The Supervisory Board may pass a resolution authorising managing directors to enter into legal transactions in the name of the company with themselves in their own name or as an agent of a third party (release from the restrictions of Sect. 181 of the German Civil Code – BGB).

   b) Management board, executive body, executive directors, personally liable shareholders, managing directors, persons holding powers of representation or special authority:

   Managing director: Appel, Bernd, Norderstedt, born 18 November 1959

5. **Authorised signatories:**

   Joint signing powers with a managing director:
   Ahrens, Klaus Dietrich, Tangstedt, born 18 December 1946
   Pietruska, Ingo, Hamburg, born 30 October 1963

6. **a) Legal form, commencement of business, Articles of Association or Shareholders' Agreement:**

   Limited liability company under German law

Shareholders' Agreement dated 25 September 2000
Last amended by virtue of resolution dated 21 April 2015

b) Other legal relationships:

---

7. **a) Date of last entry:**

27 April 2015

[Round seal bearing inscription:
President of Darmstadt Local Court]

It is hereby certified that the above signature of the judicial officer Ms Gessner and the affixed seal are genuine. It is also certified that the judicial officer Ms Gessner has the competence and is entitled to certify the printout from the Commercial Register.

Darmstadt, 1 August 2017
President of the Local Court
For

[signed]
Geisler

[Round seal bearing inscription:
President of Darmstadt Local Court]

Apostille
(Hague Convention of 5 October 1961)

1. Country: Federal Republic of Germany
This public document
2. has been signed by Vice-President Geisler
3. acting in his capacity as Vice-President of Darmstadt Local Court
4. It bears the seal of the President of Darmstadt Local Court

Certified

5. in Darmstadt
6. on 2 August 2017
7. by the President of the Regional Court
8. under No. 910 E 2/3-1195/2017
9. Seal/stamp
[Seal of the President of Darmstadt Regional Court]
10. Signature
By order
[signed]

Dr Lewin
Presiding Judge at Regional Court

Translator's comments in [...]

I hereby certify that the above is a true and complete translation of the printout of the Commercial Register entry submitted to me as a PDF file. A copy is attached.
Obertshausen, 9 August 2017

Joanna Massmann, duly authorised translator for the courts and notaries public of Hesse

Allgemein ermächtigte Übersetzerin der englischen Sprache für die Gerichte ... Hessen
Joanna Maßmann

Amtsgericht Darmstadt

HRB 83850

Amtlicher Aktueller Ausdruck

Der Ausdruck bezeugt den Inhalt des Handelsregisters.

Dieser Ausdruck wird nicht unterschrieben und gilt als beglaubigte Abschrift.

Darmstadt, 31.07.2017
Geßner, Amtsinspektorin
Urkundsbeamter der Geschäftsstelle

Handelsregister B des Amtsgerichts Darmstadt	Abteilung B Wiedergabe des aktuellen Registerinhalts Abruf vom 31.07.2017 07:36	Nummer der Firma: **HRB 83850**
Amtlicher Ausdruck	Seite 1 von 2	

1. **Anzahl der bisherigen Eintragungen:**

   11

2. **a) Firma:**

   Lufthansa Industry Solutions BS GmbH

   b) Sitz, Niederlassung, inländische Geschäftsanschrift, empfangsberechtigte Person, Zweigniederlassungen:

   Raunheim
   Geschäftsanschrift: Am Prime Parc 1, 65479 Raunheim

   c) Gegenstand des Unternehmens:

   Ist die Erbringung von Leistungen auf dem Gebiet der Informationstechnologie mit dem Schwerpunkt des Vertriebs, der Integration und des Betriebs von betriebswirtschaftlicher Standardsoftware und darauf aufbauend der Entwicklung individueller Anwendungen und Lösungen insbesondere in den Bereichen Finanzen, Personal, Logistik und Herstellung. Zudem wird die Gesellschaft in diesen Gebieten Beratungs-, Ausbildungs- und Trainingsleistungen erbringen. Die Gesellschaft wird ihre Leistungen in erster Linie für Fluggesellschaften und Unternehmen in der Luftverkehrsbranche, darüber hinaus aber auch für andere Branchen mit vergleichbaren Geschäftsprozessen erbringen.

3. **Grund- oder Stammkapital:**

   2.000.000,00 EUR

4. **a) Allgemeine Vertretungsregelung:**

   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. Durch Aufsichtsratsbeschluss können Geschäftsführer ermächtigt werden, mit sich im eigenen Namen oder als Vertreter eines Dritten Rechtsgeschäfte mit der Gesellschaft vorzunehmen (Befreiung von den Beschränkungen des § 181 BGB).

   b) Vorstand, Leitungsorgan, geschäftsführende Direktoren, persönlich haftende Gesellschafter, Geschäftsführer, Vertretungsberechtigte und besondere Vertretungsbefugnis:

   Geschäftsführer: Appel, Bernd, Norderstedt, *18.11.1959

5. **Prokura:**

   Gesamtprokura gemeinsam mit einem Geschäftsführer:
   Ahrens, Klaus Dietrich, Tangstedt, *18.12.1946
   Pietruska, Ingo, Hamburg, *30.10.1963

6. **a) Rechtsform, Beginn, Satzung oder Gesellschaftsvertrag:**

Gesellschaftsvertrag vom 25.09.2000
Zuletzt geändert durch Beschluss vom 21.04.2015

b) Sonstige Rechtsverhältnisse:

—

7. **a) Tag der letzten Eintragung:**

27.04.2015

Die Echtheit der umstehenden Unterschrift der Amtsinspektorin Geßner und die Echtheit des beigedrückten Dienststempels werden hiermit bestätigt. Zugleich wird bestätigt, dass die Amtsinspektorin Geßner zur Beglaubigung des Handelsregisterauszuges zuständig und berechtigt ist.

Darmstadt, den 1. August 2017

Der Präsident des Amtsgerichts

In Vertretung

Geisler

DER PRÄSIDENT DES AMTSGERICHTS DARMSTADT

Apostille

(Convention de La Haye du 5 octobre 1961)

1. Land: Bundesrepublik Deutschland
   Diese öffentliche Urkunde
2. ist unterschrieben von Vizepräsident Geisler
3. in seiner Eigenschaft als Vizepräsident des Amtsgerichts Darmstadt
4. sie ist versehen mit dem Siegel des Präsidenten des Amtsgerichts Darmstadt

Bestätigt

5. in Darmstadt — 6. am 02.08.2017
7. durch den Präsidenten des Landgerichts
8. unter Nr. 910 E 2/3-1195/2017
9. Siegel/Stempel — 10. Unterschrift

Der Präsident des Landgerichts Darmstadt

Im Auftrag

Dr. Lewin

Vorsitzender Richter am Landgericht