

F1100000013

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H10000278626 3)))



H100002786263ABC%

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850)617-6381

From: Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850)222-1173
Fax Number : (850)224-1640

0150.1301
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED
10 DEC 30 AM 10:50

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

**FOREIGN PROFIT/NONPROFIT CORPORATION
S2BN HOLDINGS INC**

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$87.50

RECEIVED
10 DEC 30 PM 4:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu Corporate Filing Menu

Help

Handwritten initials and date: P3 1/2/11

H10000278626 3

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. S2BN Holdings 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.
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. December 27, 2010 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon filing of this application with the Florida Secretary of State.
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 1688 MERIDIAN AVENUE, SUITE 1000 MIAMI BEACH FL 33139
(Principal office address)
1688 MERIDIAN AVENUE, SUITE 1000 MIAMI BEACH FL 33139
(Current mailing address)

8. Any and all business permitted under Florida law.
(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 NOT acceptable)

Name: NRAI Services, Inc

Office Address: Suite 4 2731 Executive Park Drive

Weston, Florida 33331
(City) (Zip code)

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.

Michele Holden, Asst. Secretary
(Registered agent's signature)

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.

H10000278626 3

FILED
10 DEC 30 AM 10:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H10000278626 3

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: JONATHAN LINDEN

Address: 1688 MERIDIAN AVENUE, SUITE 1000 MIAMI BEACH FL 33139

Director: _____

Address: _____

B. OFFICERS

President: Jonathan Linden

Address: 1688 MERIDIAN AVENUE, SUITE 1000 MIAMI BEACH FL 33139

Vice President: _____

Address: _____

Secretary: Jonathan Linden

Address: 1688 MERIDIAN AVENUE, SUITE 1000 MIAMI BEACH FL 33139

Treasurer: Mitchell Cohen

Address: 1688 MERIDIAN AVENUE, SUITE 1000 MIAMI BEACH FL 33139

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

13. _____

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 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.

14. Mitchell Cohen - Treasurer

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
10 DEC 30 AM 10:50

FILED

H10000278626 3

H10000278626 3

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "S2BN HOLDINGS 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 THIRTIETH DAY OF DECEMBER, A.D. 2010.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "S2BN HOLDINGS INC." WAS INCORPORATED ON THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2010.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
10 DEC 30 AM 10:50
SECRETARY OF STATE
DELAWARE



4918964 8300

101247543

You may verify this certificate online at corp.delaware.gov/authver.shtml

Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8460367

DATE: 12-30-10

H10000278626 3