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

From: Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (561)694-8107
Fax Number : (561)694-1639

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FOREIGN PROFIT/NONPROFIT CORPORATION

Barr Tell USA, Inc.

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|-----------------------|---------|
| Certificate of Status | 1 |
| Certified Copy | 0 |
| Page Count | 04 |
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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. Barr Tell USA, 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. New York (State or country under the law of which it is incorporated) 3. (FEI number, if applicable)

4. January 9, 1998 (Date of incorporation) 5. perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. (Date first transacted business in Florida, if prior to registration) (SEE SECTIONS 607.1501 & 607.1502, P.S., to determine penalty liability)

7. 218 East Park Ave, Suite 522 Long Beach, NJ 11561 (Principal office address)

218 East Park Ave, Suite 522 Long Beach, NJ 11561 (Current mailing address)

8. Telecommunications (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: Corporate Creations Network Inc.

Office Address: 11380 Prosperity Farms Road #221E

Palm Beach Gardens, Florida 33410 (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.

Valerie Hawk-Donohue, Special 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.

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

A. DIRECTORS

Chairman: Yisrael Spitz
Address: 218 East Park Ave, Suite 522
Long Beach NJ 11561

Vice Chairman: _____
Address: _____

Director: _____
Address: _____

Director: _____
Address: _____

B. OFFICERS

President: Harold Barr
Address: 218 East Park Ave, Suite 522
Long Beach NJ 11561

Vice President: _____
Address: _____

Secretary: _____
Address: _____

Treasurer: _____
Address: _____

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

13. Valerie Hawk-Donohue
(Signature of Director or Officer listed in number 12 of the application)

14. Harold Barr, President by Valerie Hawk-Donohue as atty-in-fact
(Typed or printed name and capacity of person signing application)

**State of New York
Department of State } ss:**

I hereby certify, that the Certificate of Incorporation of BARR TELL USA, INC. was filed on 01/09/1998, under the name of BARR BELL OF NY, INC., with perpetual duration, and that a diligent examination has been made of the Corporate Index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation. I further certify the following:

A certificate changing name to BARR BELL USA, INC. was filed on 02/04/1998.

A certificate changing name to BARR TELL USA, INC. was filed on 03/10/1999.

A Biennial Statement was filed 07/17/2000.

A Biennial Statement was filed 12/20/2001.

A Biennial Statement was filed 01/05/2006.

It was dissolved by proclamation of the Secretary of State published on 07/29/2009 pursuant to the Tax Law.

Such dissolution proceedings were annulled and the existence of the corporation revived, reinstated and continued by a certificate duly filed in this Department 12/03/2009 pursuant to the Tax Law.

A Biennial Statement was filed 02/09/2010.

A Certificate of Amendment was filed on 05/16/2011.

A Biennial Statement was filed 02/17/2012.

I further certify that no other documents have been filed by such corporation.



Witness my hand and the official seal of the Department of State at the City of Albany, this 30th day of April two thousand and twelve.

A handwritten signature in black ink, appearing to read "Daniel Shapiro".

Daniel Shapiro
First Deputy Secretary of State

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