

F02000003695

To: Qualification/Tax Lien Section
Division of Corporations

7/17 FOR CORP

SUBJECT: Public Affairs Consultants of America, 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: 700005796597--5

Jerry Moore

(Name of Person)

Public Affairs Consultants of America

(Firm/Company)

C/O Thompson Publishing Group, Inc.
5201 W. Kennedy Blvd. Ste 950

(Address)

Tampa, Fl. 33629

(City/State/Zip)

700005796597--5

-06/17/02--01077--006

*****70.00 *****70.00

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

Jerry Moore

(Name of Person)

at (813) 286-1278 ext 267

(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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FF \$70

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

Public Affairs Consultants of America, Inc.
1725 K Street NW Suite 700
Washington DC 20006

Government Information Services
Education Funding Research Council

May 20, 2002

FL Department of State
Qualification/Tax Lien Section
Division Of Corporation
P.O. Box 6327
Tallahassee, FL 32314

Dear Sir or Madam:

Attached is our Application by Foreign Corporation for Authorization to Transact Business in Florida. Please note that we have no Florida employees or Florida locations. Our sole purpose for requesting authorization to conduct business in the State of Florida is that our inventory began assembly and shipping **through a third party located in Florida** on December 1, 1997. At that time we thought that we had fulfilled all our obligations to the State of Florida by voluntarily registering to collect Florida Sales and Use Tax, and began filing the Florida F-1120 Income Tax Return. We have remained in compliance on those requirements. However, no one at the FL Dept of Revenue informed us of any filing requirements through your department. We apologize for this oversight and wish to rectify the situation.

We discovered the oversight last year and attempted to file the 2001 Annual report. It was returned to us unprocessed as was our subsequent application for authority. The reason given was a \$1,000 per year penalty. After consultation with our new registered agent, CSC, as well as our Certified Public Accountants we are attempting to file this application again along with this letter of explanation. The Florida statutes describe a penalty of \$500 to \$1,000 for unauthorized conducting of business in the State of Florida. Naturally this is intended to punish misconduct by a foreign corporation. Our situation, as I have described above, is quite different and we are requesting that the penalty be abated. We hope that you agree that we have not been *actively* conducting business without authorization and should not be unduly penalized just because our third party fulfillment company happens to be located in Florida. We understand that we may owe for past annual report filing fees. We also would request that you consider prorating any fees for 1997 to the one month of December. Please allow us to rectify this situation by processing the accompanying application and providing us with a breakdown of the additional required fees so that we may make payment as soon as possible.

To avoid any possible delays, please address all correspondence to my attention. Your assistance in this matter is greatly appreciated, and if you have any questions, please feel free to contact me at 813-286-1278 ext 268.

Sincerely,



Randall J Koubek
Treasurer

TO: Gerry York, General Counsel's Office
FROM: Gretchen S. Harvey, Registration Section
DATE: June 27th, 2002
SUBJECT: PUBLIC AFFAIRS CONSULTANTS OF AMERICA,
INCORPORATED
REFERENCE: W01000013436

Pursuant to Mr. Koubek's letter of May 20th, the attached documents and correspondence are being forwarded to you for appropriate handling.

Please note the attached documents appear to meet the filing requirements stipulated in Chapter 607, Florida Statutes, with the exception of any penalty or annual report fees that may be due this office.

Should you have any further questions concerning this matter, please do not hesitate to get in touch.

7-9-02 9:45 AM
813 286 1278
ext 265

/gsh

LM
Randall
J Koubek
7/1/02

JUN 28 2002

GJR

\$ 2 million

2500.⁰⁰
750.⁰⁰

3,250.⁰⁰

FAX 813-281-1801



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
OFFICE OF THE GENERAL COUNSEL

F A C S I M I L E T R A N S M I T T A L

TO FAX NUMBER: 813-281-1801

Please deliver the following pages to:

NAME: Randall J. Koubek

COMPANY: Public Affairs Consultants of America, Inc.

CITY/STATE: Tampa, Florida

SENDER: Gerard T. York, Esq.,
Assistant General Counsel

DATE/TIME: 07/09/02 10:29 AM

NUMBER OF PAGES (including transmittal sheet):2

FROM FAX: 850/245-6127

COMMENTS: This communication is in response to our telephone conversation today and your letter dated May 20, 2002 concerning annual report fees and statutory penalties which would be assessed against Public Affairs Consultants of America, Inc. under section 607.1502(4), Florida Statutes.

We would offer to settle the issue of annual report fees and foreign non-qualified penalties from Public Affairs Consultants of America, Inc. for the sum of \$3,250.00, reflecting annual report fees from 1997 of \$750.00 and statutory penalties for the same period assessed at the statutory minimum of \$500.00 per year. This offer remains in effect until August 30, 2002.

Upon receipt of a check in that amount payable to the Department of State, Division of Corporations, I will instruct the Division of Corporations to issue Public Affairs Consultants of America, Inc. a Certificate of Authority to transact business in Florida. Please mail the check to this attorney at: Office of General Counsel, PL-02, The Capitol, Tallahassee, Florida 32399-0250.

Please do not hesitate to contact me at (850) 245-6514 should you have any questions.

PL-02 • THE CAPITOL • TALLAHASSEE, FLORIDA 32399-0250

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. Public Affairs Consultants of America, 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. Delaware (State or country under the law of which it is incorporated) 3. 52-0888167 (FEI number, if applicable)

4. December 26, 1968 (Date of incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. December 1, 1997 (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 5201 W. Kennedy Blvd Suite 950 Tampa, Fl. 33609 (Current mailing address)

8. Publisher of Looseleaf Bound and Newsletter Products (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: Corporation Service Company Office Address: 1201 HAYS Street TALLAHASSEE, Florida, 32301 (Zip code)

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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.

[Signature] (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.

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: Richard E. Thompson

Address: 1725 K St. N.W. Ste 700
Washington, DC 20006

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Daphne Musselwhite

Address: 1725 K St. N.W. Ste 700
Washington, DC 20006

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: Randall J. Koubek

Address: C/O Thompson Publishing Group, Inc.
5201 W. Kennedy Blvd.
Tampa, Fl. 33609

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

13. Randall J. Koubek, CFO Treasurer
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. RANDALL J. Koubek
(Typed or printed name and capacity of person signing application)

Delaware

PAGE 1

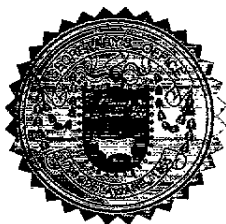
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PUBLIC AFFAIRS CONSULTANTS OF AMERICA, 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 TWENTY-FIFTH DAY OF APRIL, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PUBLIC AFFAIRS CONSULTANTS OF AMERICA, INC." WAS INCORPORATED ON THE TWENTY-SIXTH DAY OF DECEMBER, A.D. 1968.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

0697001 8300

AUTHENTICATION: 1742393

020264562

DATE: 04-25-02