

F03000002510

(Requestor's Name)

(Address)

(Address)

503 AU0031364

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

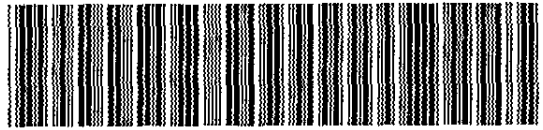
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05/20/03--01003--003 **1300.00

02/28/03--01059--008 **78.75

FILED
03 MAY 19 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Handwritten signature]

ST CORPORATION

February 28, 2003

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

FILED
03 MAY 19 AM 9:25
STATE
TALLAHASSEE, FLORIDA

Re: Order #: 5796613 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Pictometry International, Inc. (DE)
Qualification
Florida

Pictometry International, Inc. (DE)
Certificate of Status/Authorization-Foreign
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

CF 7 0.00
CFET 8.75

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

CT CORPORATION

Sincerely,

Ashley A Mitchell
Fulfillment Specialist
Ashley_Mitchell@cch-lis.com

FILED
03 MAY 19 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Pictometry**
Visual Intelligence

February 27, 2003

FILED
03 MAY 19 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Dear Sir:

Recently Pictometry discovered that it was necessary to register with the Florida Division of Corporations to do business in the state. During the process of trying to register we were told that there would be two years of penalties and fees amounting to \$2,300 because we had first started doing business in Florida near the end of 2001. I feel this is excessive and ask to appeal these fees and penalties.

When we started doing business in Florida, we tried to comply with all of the rules and regulations. We filed a Florida income tax return for 2001 and for 2002 (we changed our fiscal year and that return covered 1/1/2002 thru 3/31/2002) and are preparing to file for our fiscal 2002/2003 year end. We also filed for withholding and unemployment. We discussed this with our accountants, KPMG and were advised this was all that was needed.

I understand you want businesses to register and want encourage that to happen. However in this case, Pictometry tried to do everything in Florida properly. We did not know of this requirement and there was no central point of contact, which we could discern, to obtain this information. Even after registering with the other departments there was no follow up by the State to ensure completeness.

I believe Pictometry tried to comply with the regulations but did not receive adequate direction from the State and I also believe the penalties and fees are excessive when compared to the efforts that were put forth by Pictometry. I appeal this action and ask that these penalties be eliminated or reduced.

Sincerely

Michael J. Neary
Michael J. Neary
Sr. V. P. Administration



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

February 28, 2003

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: PICTOMETRY INTERNATIONAL CORP.
Ref. Number: W03000005893

03 MAY 19 AM 9:25
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for PICTOMETRY INTERNATIONAL CORP. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

Please note that we have retained your \$78.75 payment.

The application indicates that PICTOMETRY INTERNATIONAL CORP. has been transacting business in Florida since October 2001. If this is true, then penalty fees are owed.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$2,300.00.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr
Corporate Specialist

Letter Number: 103A00012948

TRANSMISSION VERIFICATION REPORT

TIME : 05/05/2003 14:59
NAME : DEPT OF STATE
FAX : 850
TEL : 850-245-6536
SER.# : BROK2J717703

DATE, TIME
FAX NO./NAME
DURATION
PAGE(S)
RESULT
MODE

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03 MAY 19 AM 8:25
FILED
TALLAHASSEE, FLORIDA



STATE OF FLORIDA
DEPARTMENT OF STATE
OFFICE OF GENERAL COUNSEL

JEB BUSH
Governor

GLEND A. HOOD
Secretary of State

FACSIMILE TRANSMITTAL

TO FAX NUMBER: 585-486-0098

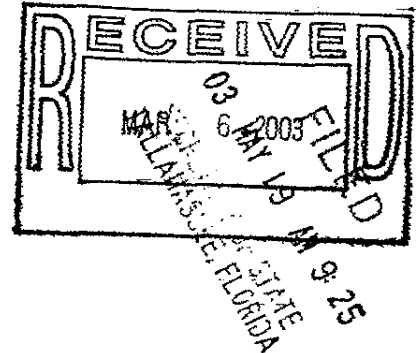
Please deliver the following pages to:

NAME: Michael J. Neary
Senior V. P. Administration

SENDER: Gerard T. York
Acting General Counsel
850/245-6514

DATE/TIME: 05/05/2003 14:59

TO: Gerry York, General Counsel's Office
FROM: Gretchen S. Harvey, Registration Section
DATE: March 5th, 2003
SUBJECT: PICTOMETRY INTERNATIONAL CORP.
REFERENCE: W03000005893



Pursuant to Mr. Neary's letter of February 27th, 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.

/gsh

3/6/03 ~~6/21~~
Neary
2 sales persons
G/R: 4,000,000.
offer \$1,300,000.



FILED
03 MAY 19 AM 9:25
STATE
TALLAHASSEE, FLORIDA

FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
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: 585-486-0098

Please deliver the following pages to:

NAME: Michael J. Neary
Senior V. P., Administration

COMPANY: Pictometry International Corp.

CITY/STATE: Rochester, New York

SENDER: Gerard T. York, Esq.,
Assistant General Counsel
850-245-6514

DATE/TIME: 03/06/03 5:50 PM

NUMBER OF PAGES (including transmittal sheet):2

FROM FAX: 850/245-6127

COMMENTS: This communication is in response to your letter dated February 23, 2003 regarding annual report fees and statutory penalties which would be assessed against Pictometry International Corp., under section 607.1502(4), Florida Statutes.

We would offer to settle the issue of foreign non-qualified penalties from Pictometry International Corp., for the sum of \$1,300.00, reflecting penalties from 2001 of \$1,000.00 assessed at the statutory minimum of \$500.00 per year, plus annual report

fees from 2001 in the amount of \$300.00. This offer remains in effect until April 30, 2003.

Upon completion of the application and 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 Pictometry International Corp., a Certificate of Authority to transact business in Florida. Please mail the check to this attorney at: Office of General Counsel, 500 South Bronough Street, Room 123, The R. A. Gray Building, Tallahassee, Florida 32399-0250.

Please do not hesitate to contact me should you have any questions, or require further assistance.

**500 SOUTH BRONOUGH STREET
ROOM 123, THE R. A. GRAY BUILDING
TALLAHASSEE, FLORIDA 32399-0250**

03 MAY 19 9:25
FILED
TALLAHASSEE, FLORIDA



STATE OF FLORIDA
DEPARTMENT OF STATE
OFFICE OF GENERAL COUNSEL

FILED
03 MAY 19 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JEB BUSH
Governor

GLEND A E. HOOD
Secretary of State

FACSIMILE TRANSMITTAL

TO FAX NUMBER: 585-486-0098

Please deliver the following pages to:

NAME: Michael J. Neary
Senior V. P. Administration

SENDER: Gerard T. York
Acting General Counsel
850/245-6514

DATE/TIME: 05/05/03 3:00 PM

NUMBER OF PAGES (including transmittal sheet): 3

FROM FAX: 850/245-6127

COMMENTS: As of yet, I have not received a response to the attached correspondence. Please advise immediately.

500 SOUTH BRONOUGH STREET • ROOM 123, THE R. A. GRAY
BUILDING • TALLAHASSEE, FLORIDA 32399-0250



Department of State

Memorandum Office of the General Counsel

TO: File

FROM: Gerard York, Acting General Counsel

DATE: May 16, 2003

RE: Pictometry International Corporation

03
MAY 19 AM 9:25
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Based on my review of the file and the payments received from the corporation, it is my recommendation that this file be closed. Corporation has paid outstanding report fees from 2001 of \$150.00 and foreign non-qualified penalties from 2001 of \$500.00 assessed at the statutory minimum of \$ 500.00 per year. Corporation wishes to be qualified to do business in the State of Florida. Accordingly, it is recommended the Division's records reflect corporation is authorized to transact business in Florida.

/gty

**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. Pictometry International Corp.

(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. 16-1595473

(FEI number, if applicable)

4. November 2, 2000

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. 10/2001

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification."
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 100 Town Centre Drive, Suite A Rochester, NY 14623

(Principal office address)

100 Town Centre Drive, Suite A Rochester, NY 14623

(Current mailing address)

8. Collection of data and licensing of visual information systems

(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: CT Corporation

Office Address: 1200 South Pine Island Road

Plantation, FL

(City)

, Florida 33324

(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.

Conne Bryan

**CONNIE BRYAN
SPECIAL ASSISTANT 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.

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

A. DIRECTORS

Chairman: Richard Hurwitz

Address: 12800 Corporate Hill Drive Suite 300

St. Louis, MO 63131

Vice Chairman: None

Address:

Director: See Attached

Address:

Director:

Address:

B. OFFICERS

President: Richard A. Kaplan

Address: 100 Town Centre Drive, Suite A

Rochester, NY 14623

Vice President: Chief Technical Officer - Stephen L. Schultz

Address: 100 Town Centre Drive, Suite A

Rochester, NY 14623

Secretary: Assistant Secretary - Linda K. Salpini

Address: 100 Town Centre Drive, Suite A Rochester, NY 14623

Treasurer: Sr. Vice President, Administration - Michael J. Neary

Address: 100 Town Centre Drive, Suite A Rochester, NY 14623

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

13. Michael J. Neary
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Michael J. Neary, Sr. Vice President, Administration

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

FILED
MAY 19 1995
SEATTLE, FLORIDA

2/26/2003

PICTOMETRY INTERNATIONAL CORP

Board of Directors

1/31/03

Board Member

Address

Richard Hurwitz	12800 Corporate Hill Drive Suite 300	St. Louis, MO	63131
William D Ryan	100 Town Centre Drive Suite A	Rochester, NY	14623
Richard A Kaplan	100 Town Centre Drive Suite A	Rochester, NY	14623
Thomas Golisano	911 Panorama Trail South	Rochester, NY	14625
Richard Dorschell	100 Town Centre Drive Suite A	Rochester, NY	14623
Robert Loss	100 Town Centre Drive Suite A	Rochester, NY	14623
Stephen Schultz	100 Town Centre Drive Suite A	Rochester, NY	14623

03 MAY 19 AM 9:25
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware

PAGE 1

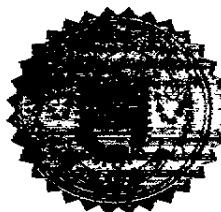
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PICTOMETRY INTERNATIONAL CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE TO THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF FEBRUARY, A.D. 2003.

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

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

FILED
MAR 19 AM 9:25
SECRETARY OF STATE
DELAWARE



3310829 8300

030103684

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2263076

DATE: 02-19-03