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2006 JAN -6 P12:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

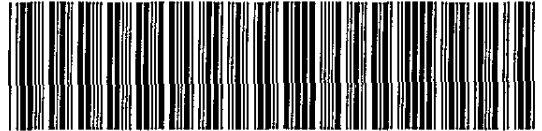
Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

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11/29/05--01046--001 **87.50

01/05/06--01053--018 **3450.00



FLORIDA DEPARTMENT OF STATE
Division of Corporations

FILED
2006 JAN -6 P 12:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 7, 2005

WALTER BOYCE
368 SLATER STREET
OTTAWA, ONTARIO
CANADA K1R 5C1,

SUBJECT: 746795 ONTARIO LIMITED INC.
Ref. Number: W05000054063

We have received your document for 746795 ONTARIO LIMITED INC. and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

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 \$3,450.00.

Please return a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt
Document Specialist

Letter Number: 805A00070821

WALTER BOYCE
368 Slater Street
Ottawa, Ontario
Canada K1R 5C1
(613) 236-3161; Fax (613) 232-3647
email: wrboyce@magma.ca

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2006 JAN -6 P 12:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 20, 2005

Florida Department of State - Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Attention: Ms. Agnes Lunt
Document Specialist
(850) 245-6094

Dear Ms. Lunt:

Re: 746795 Ontario Limited Inc. - Your Reference No. W05000054063

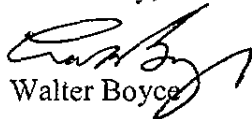
Pursuant to my request made November 21, 2005 to register the above corporation to transact business in Florida (a copy of which is attached hereto), and your request dated December 7, 2005 (received yesterday) advising that the registration is being held in your office pending payment of the annual fees owing for three years (2002, 2003, 2004 at \$150.00 per year) and the civil penalty assessed (at \$1,000.00 per year), please find enclosed our cheque in the sum of \$3,450.00.

This cheque has been forwarded so as not to delay further the corporation's registration.

However, please accept this letter as my formal request that your office use its discretion to reduce the civil penalty assessed from \$1,000 per year to \$500.00 per year. The corporation is a small corporation (only \$670,000.00 in assets and only in Florida), has had no taxable income for the past three years but expects to be taxable in future years, and is voluntarily attempting to understand its obligations under Florida statutes and bring itself into compliance.

Should my request for penalty reduction not be favorably considered by your office, please advise me in writing and process the cheque enclosed for payment of the amount owing in order to complete the registration of the corporation.

Yours truly,


Walter Boyce

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COVER LETTER

2006 JAN -6 P 12:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: Registration Section
Division of Corporations

SUBJECT: 746795 ONTARIO LIMITED 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:

WALTER BOYCE
(Name of Person)

746795 ONTARIO LIMITED INC
(Firm/Company)

368 SLATER STREET
(Address)

OTTAWA ONTARIO CANADA K1R5C1
(City/State and Zip code)

For further information concerning this matter, please call:

WALTER BOYCE at (613) 236-3151
(Name of Person) (Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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

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

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.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. 746795 ONTARIO LIMITED INC
(Enter name of corporation; must include "INCORPORATED," "COMPANY" ~~OR~~ "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")
N/A
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. PROVINCE OF ONTARIO, CANADA 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. DECEMBER 30, 1987 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. JANUARY 30, 2002
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 368 SLATER STREET, OTTAWA, ONTARIO, CANADA K1R 5C1
(Principal office address)

(AS ABOVE)
(Current mailing address)

8. HOLDING COMPANY - REAL ESTATE
(RENTAL OF RESIDENTIAL INVESTMENT CONDOMINIUMS)
(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: W.F. FORESMAN

239 2627866

Office Address: 1040 6TH AVE NORTH

NAPLES, Florida 34102
(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.

W.F. Foresman 11-05-05
(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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: WALTER RUSSELL BOYCE

Address: 19 CRESCENT HEIGHTS

OTTAWA, ONTARIO, CANADA K1S3G7

Director: _____

Address: _____

B. OFFICERS

President: WALTER RUSSELL BOYCE

Address: 19 CRESCENT HEIGHTS

OTTAWA, ONTARIO, CANADA K1S3G7

Vice President: _____

Address: _____

Secretary: WALTER RUSSELL BOYCE

Address: 19 CRESCENT HEIGHTS, OTTAWA, ONTARIO, CANADA K1S3G7

Treasurer: WALTER RUSSELL BOYCE

Address: 19 CRESCENT HEIGHTS, OTTAWA, ONTARIO, CANADA K1S3G7

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

13. _____
(Signature of Director or Officer listed in number 12 of the application)

14. WALTER RUSSELL BOYCE - DIRECTOR
(Typed or printed name and capacity of person signing application)

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2006 JAN -6 P 12:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Request ID: 007523302
Demande n° :
Transaction ID: 27721733
Transaction n° :
Category ID: CT
Catégorie :

Province of Ontario
Province de l'Ontario
Ministry of Consumer and Business Services
Ministère des Services aux consommateurs et aux entreprises
Companies and Personal Property Security Branch
Direction des compagnies et des sûretés mobilières

Date Report Produced: 2005/10/21
Document produit le :
Time Report Produced: 12:27:53
Imprimé à :

CERTIFICATE OF STATUS ATTESTATION DU STATUT JURIDIQUE

This is to certify that according to the records of the Companies and Personal Property Security Branch

D'après les dossiers de la Direction des compagnies et des sûretés mobilières, nous attestons que la société

746795 ONTARIO LIMITED

Ontario Corporation Number

Numéro matricule de la société (Ontario)

000746795

is a corporation incorporated, amalgamated or continued under the laws of the Province of Ontario.

est une société constituée, prorogée ou née d'une fusion aux termes des lois de la Province de l'Ontario.

The corporation came into existence on

La société a été fondée le

DECEMBER 30 DÉCEMBRE, 1987

and has not been dissolved.

et n'est pas dissoute.

Dated

Fait le

OCTOBER 21 OCTOBRE, 2005


Director
Directrice