

F06000004608

Florida Department of State
Division of Corporations
Public Access System

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.

(((H06000171670 3)))

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) 205-0381

From:
Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

OLD X2951

FOREIGN PROFIT/NONPROFIT CORPORATION

The Las Olas Holding Company, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	04 5
Estimated Charge	\$78.75

FILED
06 JUL -5 PM 2:14
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

7/10 SP



July 6, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CORPORATION SERVICE COMPANY

RESUBMIT
Please give original
submission date as file date

SUBJECT: THE LAS OLAS COMPANY, INC.
REF: W06000030096

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

If you have any further questions concerning your document, please call (850) 245-6955

Suzanne Hawkes
Document Specialist
New Filing Section

FAX Aud. #: H06000171670
Letter Number: 406A00043750

P.O. BOX 6327 - Tallahassee, Florida 32314

Greenberg Traurig

Thomas J. Surgent
Tel: 561.650.7943
Fax 561.655.6222
SurgentT@gtlaw.com

July 12, 2006

URGENT

VIA FACSIMILE: (850) 245-6804

Florida Department of State
PO Box 6327
Tallahassee, Florida 32314
Attention: Diane Cushing

Dear Diane:

As we discussed, The Las Olas Company, Inc., a Florida corporation (Doc # 130263), has been a Florida corporation in good standing since January 1, 1935. This company, which is a client of our firm, elected to merge into its wholly owned Delaware subsidiary effective July 1, 2006, in order to redomicile the company as a Delaware corporation. The company owns a substantial portion of the real estate surrounding Las Olas Boulevard in Ft. Lauderdale, Florida, and has used the name The Las Olas Company, Inc. continuously for many years. The company also owns a major hotel in downtown Ft. Lauderdale, the Riverside Hotel, and has several liquor and occupational licenses in its name in Florida.

Once we completed the merger on July 1, we intended to immediately qualify the surviving Delaware corporation in Florida under the name The Las Olas Company, Inc., in order to retain for the company the uninterrupted use of its corporate name in Florida. However, our corporate paralegal was informed that the name The Las Olas Company, Inc. could not be used because it conflicts with the service mark application made by Las Olas Magazine (doc # T05000001041). Consequently, our paralegal used the forced name of The Las Olas - Riverside Holding Company, Inc. in Florida and was assigned document number F06000004608.

Our client is extremely disconcerted that it would have to list a different name than that which it has continuously used for many years in the State of Florida. Our client's use of the name is prior in time to the filing of the Las Olas Magazine registration. More importantly, the Las Olas Magazine registration relates only to the logo "Las Olas" in the format as it appears as a graphic on the cover of the magazine. The registration does not, nor can it legally, cover a geographic term such as "Las Olas" for all intents and purposes. Therefore, we respectfully request that we be permitted to either resubmit or amend the

ALBANY
AMSTERDAM
ATLANTA
BOCA RATON
BOSTON
CHICAGO
DALLAS
DELAWARE
DENVER
FORT LAUDERDALE
HOUSTON
LAS VEGAS
LOS ANGELES
MIAMI
MILAN
NEW JERSEY
NEW YORK
ORANGE COUNTY, CA
ORLANDO
PHILADELPHIA
PHOENIX
ROME
SILICON VALLEY
TALLAHASSEE
TOKYO
TYSON'S CORNER
WASHINGTON, D.C.
WEST PALM BEACH
ZURICH
SurgentT@gtlaw.com
www.gtlaw.com

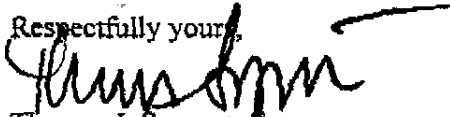
Diane Cushing
July 12, 2006
Page 2

foreign qualification of The Las Olas -Riverside Holding Company, Inc. in the name The Las Olas Company, Inc., the name the company has used uninterrupted for many years.

Please also note that the company has numerous liquor and occupational licenses that are in limbo until we can resolve the corporate name in the State of Florida. As a result, to the extent you could respond to us expeditiously it would be greatly appreciated.

Please do not hesitate to contact me with any questions whatsoever.

Respectfully yours,


Thomas J. Sargent, Esq.

WPB-FS1585725v01

H 06000171670 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. THE LAS OLAS HOLDING COMPANY, INC.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

THE LAS OLAS COMPANY, INC.

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

(State or country under the law of which it is incorporated)

3. 59-0198485

(FBI number, if applicable)

4. June 23, 2006

(Date of incorporation)

5. "perpetual"

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

6. upon qualification

(Date first transacted business in Florida, if prior to registration)

(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 600 Sagamore Road, Fort Lauderdale, FL 33301

(Principal office address)

600 Sagamore Road, Fort Lauderdale, FL 33301

(Current mailing address)

8. To engage in any lawful activity or business

(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: **Corporation Service Company**

Office Address: **1201 Hays Street**

Tallahassee, Florida 32301

(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.

Carina L. Dunlap

**Carina L. Dunlap
Asst. Vice President**

(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.

H 06000171670 3

0600 0171670 3

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Irving H. BowenAddress: 600 Sagamore Road, Fort Lauderdale, FL 33301

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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. Irving H. Bowen, President

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

0600 0171670 3

H06000171670 3

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE LAS OLAS HOLDING COMPANY, 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 THIRD DAY OF JULY, A.D. 2006.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "THE LAS OLAS HOLDING COMPANY, INC." WAS INCORPORATED ON THE TWENTY-THIRD DAY OF JUNE, A.D. 2006.

FILED
06 JUL-5 PM 2:14
TALLAHASSEE, FLORIDA



4180280 8300

060635481

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4873592

DATE: 07-03-06

H06000171670 3