

F95000005279
TRANSMITTAL LETTER

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

RECEIVED
SECTION 17
11/13/81

SUBJECT: BERTI PROPERTIES LIMITED
(Name of corporation)

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:

J. Marvin Guthrie, P.A.
(Name of Person)

Suite 101 Thompson Executive Center
(Firm/Company)

1230 Myrtle Avenue South
(Address)

Clearwater, Florida 34616
(City, State and Zip Code)

RECEIVED
SECTION 17
11/13/81

RECEIVED
SECTION 17
11/13/81

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

J. Marvin Guthrie, P.A. at (813) 449 - 1600
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Registration Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Registration Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

J. MARVIN GUTHRIE, P. A.

ATTORNEY AT LAW
SUITE 101
1230 SOUTH MYRTLE AVENUE
CLEARWATER, FLORIDA 34616

J. MARVIN GUTHRIE
BOARD CERTIFIED IN TAXATION

TELEPHONE
(813) 449-1600
TELECOMER
(813) 449-0081

February 21, 1995

Qualification/Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

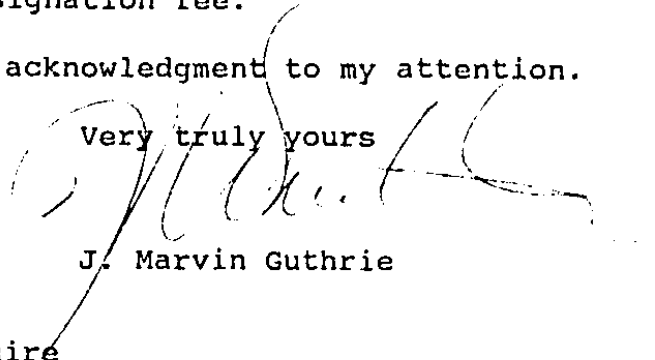
Re: Application by Foreign Corporation for Authorization to
Transact Business in Florida for Berti Properties,
Limited

Dear Sirs:

I am enclosing the above-referenced Application together with
our check in the amount of \$70.00 to cover the \$35.00 filing fee
and \$35.00 registered agent designation fee.

Please send the letter of acknowledgment to my attention.

Very truly yours


J. Marvin Guthrie

JMG:scd
Enclosure
cc: Christopher B. Sherk, Esquire



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 27, 1995

J. MARVIN GUTHRIE, P.A.
1230 MYRTLE AVENUE SOUTH,
SUITE 101 THOMPSON EXECUTIVE CENTER
CLEARWATER, FL 34616

SUBJECT: BERTI PROPERTIES LIMITED
Ref. Number: W95000004341

We have received your document for BERTI PROPERTIES LIMITED and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The use of LIMITED or LTD. is not sufficient as a corporate suffix. The name must include a word such as INCORPORATED, INC., CORPORATION, CORP., COMPANY, or CO.

You must list your Federal Employer Identification Number in the appropriate block. If applied for, enter "applied for", or if not applicable, enter "N/A".

Section 607.1502(4), Florida Statutes, requires this office to collect a \$500 penalty fee for each year this entity transacted business in Florida prior to qualification and the appropriate charter tax and annual report fees that would have been due this office had the corporation qualified the year it began operations in this state. Please complete the enclosed form INHSE37 and contact this office for the charter tax due. The amount entitled this office in annual report fees and penalty fees is \$4956.25.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business or conducting affairs in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business or conducting its affairs in Florida prior to the year the application was submitted did not constitute transacting business or conducting affairs pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (904) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 095A00008697

J. MARVIN GUTHRIE, P. A.

ATTORNEY AT LAW
SUITE 101
1230 SOUTH MYRTLE AVENUE
CLEARWATER, FLORIDA 34616

J. MARVIN GUTHRIE
BOARD CERTIFIED IN TAXATION

TELEPHONE
(813) 449-1600
TELECOMER
(813) 449-0081

March 6, 1995

Ms. Jennifer Sindt, Document Examiner
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Berti Properties Limited, Inc.
Reference Number: W95000004341

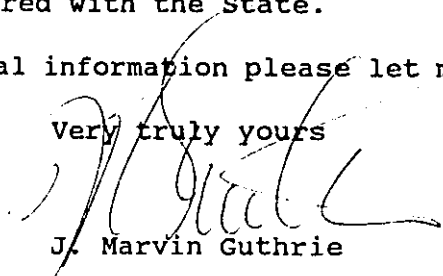
Dear Ms. Sindt:

I am returning to you the Application by Foreign Corporation for Authorization to Transact Business in Florida for the above-referenced corporation.

I am also enclosing a copy of your February 27, 1995 letter. Please process the application and mail me a letter confirming that the corporation has been registered with the State.

If you require any additional information please let me know.

Very truly yours


J. Marvin Guthrie

JMG:scd
Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 9, 1995

J. MARVIN GUTHRIE, P.A.
1230 MYRTLE AVENUE SOUTH,
SUITE 101 THOMPSON EXECUTIVE CENTER
CLEARWATER, FL 34616

SUBJECT: BERTI PROPERTIES LIMITED
Ref. Number: W95000004341

We have received your corrected application; however, the issue of transacting without authority has not been addressed.

Section 607.1502(4), Florida Statutes, requires this office to collect a \$500 penalty fee for each year this entity transacted business in Florida prior to qualification and the appropriate charter tax and annual report fees that would have been due this office had the corporation qualified the year it began operations in this state. Please complete the enclosed form INHSE37 and contact this office for the charter tax due. The amount entitled this office in annual report fees and penalty fees is \$4956.25.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business or conducting affairs in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business or conducting its affairs in Florida prior to the year the application was submitted did not constitute transacting business or conducting affairs pursuant to section 607.1501 or 617.1501, Florida Statutes.

Please return your document, along with 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 (904) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 795A00010556



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 12, 1995

J. MARVIN GUTHRIE, P.A.
1230 MYRTLE AVENUE SOUTH,
SUITE 101 THOMPSON EXECUTIVE CENTER
CLEARWATER, FL 34616

SUBJECT: BERTI PROPERTIES LIMITED
Ref. Number: W95000004341

This letter is in response to the application by foreign corporation for authorization to transact business in Florida that was previously submitted to this office for BERTI PROPERTIES LIMITED.

The referenced application states that the corporation has transacted business in the State of Florida since June 1, 1987. You were notified by letter dated February 27, 1995, that because of failure to obtain a certificate of authority prior to transacting business in the State of Florida, the corporation is liable for \$4956.25 in appropriate fees and penalties as set forth in Section 607.1502(4), Florida Statutes, (copy enclosed).

Until a response is received by this office concerning the prior notification, the application by foreign corporation for authorization to transact business in Florida will not be processed. If erroneous information was reflected on the previously submitted application, a sworn affidavit may be filed stating the correct date the corporation first transacted business in Florida, that the corporation did not transact business in Florida prior to the application filing year and that the information entered on such application is incorrect. Any such affidavit will be included with your original qualification documents.

Please provide your response to this letter within 30 days to avoid the necessity of further action.

If you have further questions concerning the filing of your document, please telephone the Foreign Qualification/Tax Lien Section at (904) 487-6091.

Jennifer Sindt
Document Examiner Letter No. 595A00024465

Enclosure



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 16, 1995

J. MARVIN GUTHRIE, P.A.
1230 MYRTLE AVENUE SOUTH,
THOMPSON EXECUTIVE CENTER, SUITE 101
CLEARWATER, FL 34616

SUBJECT: BERTI PROPERTIES LIMITED
Ref. Number: W95000004341

CERTIFIED MAIL #P 348 066 442 RETURN RECEIPT REQUESTED

This letter constitutes notice that the Department of State (Department) intends to pursue all legal remedies provided in Sections 607.0130(3) and 607.1502(4), Florida Statutes, because of the failure of BERTI PROPERTIES LIMITED to pay the appropriate penalties and fees incurred by the transacting of business as a foreign corporation in Florida without authority. I have enclosed a copy of Sections 607.0130(3), 607.1501 and 607.1502, Florida Statutes, for your review.

The application submitted by BERTI PROPERTIES LIMITED for authority to transact business in Florida indicates that the corporation transacted business in Florida prior to qualifying. As a result, associated penalties and fees imposed by Section 607.1502(4), Florida Statutes, are due and owing the Department.

Penalties and fees in the amount of \$4956.25 are now due. To avoid further penalty, payment must be remitted within 45 days of receipt of this letter. Please make your check payable to the Department of State and forward it to this office.

In the event the date business was first transacted in Florida is incorrect or the activity falls under an enumerated exemption provided in Section 607.1501(2), Florida Statutes, please provide this office with an affidavit to that effect. If it is determined that the affidavit establishes either circumstance, all penalties and fees previously imposed will either be withdrawn or will be recalculated in accordance with the corrected information, and the application will be processed accordingly. If you have any questions regarding this matter, please telephone (904) 487-6091. I look forward to your response.

Sincerely,

Marc W. Dunbar, Assistant General Counsel

Enclosures Letter No. 995A00038356



BDO Dunwoody
Chartered Accountants

151 Fendall Street
Oshkosh, Ontario, Canada L6H 1P9
Telephone: (905) 844-1206
Telex: (905) 844-7511

6 September 1995

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

Dear Sirs:

**Re: Berti Properties Limited
FEI 98-0105173**

On January 12, 1995 the Department contacted the above-noted taxpayer requesting that it either complete and submit an 'Application by a Foreign Corporation for Authorization to Transact Business in Florida', or the 'Statement Concerning Authority to Transact Business in Florida by a Foreign Corporation'.

Subsequent to this communication, the taxpayer did in fact complete and submit the Application for Authorization to Transact Business in Florida indicating therein, in error we believe, that it had been doing business since June 1987.

On March 9, 1995 the taxpayer was contacted indicating that the Department proposed to levy fees and penalties in the amount of \$4,956.25.

We do not believe that the taxpayer is carrying on sufficient business activity to require it to be registered and authorized to do business in the State of Florida. The taxpayer holds a piece of residential real estate on which it receives occasional rental income. In order not to be subject to a flat 30% federal tax on fixed and determinable annual and periodic income, the taxpayer has elected for Federal Income Tax purposes to treat such income as though it is effectively connected with the conduct of a trade or business. Having made this election, the corporation does in fact have taxable income for federal tax purposes and, accordingly, has reported this income to the State of Florida and paid tax thereon when required. In addition, the taxpayer has complied with the State's sales tax laws and collected the requisite tax on any rental income derived.

While there is some degree of activity, we do not believe that this activity is sufficient to constitute the conduct of a trade or business within the State of Florida and, as such, we respectfully request that the imposition of fees and penalties relating to the corporation dating back to 1987 be waived since the corporation is not, in fact, conducting a business in the State of Florida.

We trust that this letter is sufficient in order to have these fees, penalties and interest waived. If you are not in agreement with this, however, would you please contact the writer in order that we can fully understand and explain to our client why such amounts are payable.

Your prompt attention in this regard would be most appreciated.

Yours very truly,
BDO DUNWOODY


Per: Harry Uhrig, C.A.

jh

cc Berti Properties Limited



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 12, 1995

HARRY UHRIG CA
BDO DUNWOODY
151 RANDALL ST.
OAKVILLE ONTARIO CANADA, L6J-1P5

SUBJECT: BERTI PROPERTIES LIMITED
Ref. Number: W95000004341

In order for the Department of State (Department) to consider BERTI PROPERTIES LIMITED's request for consideration to reduce or waive the civil penalties due this office for transacting business in violation of s. 607.1501, F.S., this office requires the following be submitted:

- 1) copies of the corporation's last five corporation income tax returns
- 2) a check made payable to the Florida Department of State in the amount of \$956.25, covering the annual report fees due this office. (Note: this office does not have statutory authority to waive or reduce past annual report fees that would have been collected had the corporation properly qualified.)

Please submit the above information and past annual report fees along with a copy of this letter to my attention. The Department's General Counsel will review and consider BERTI PROPERTIES LIMITED's request for waiver or reduction of the civil penalties due this office only when the above information and annual report fees have been received.

If you have any questions concerning the filing of your document, please call (904) 487-6093.

Freta Lott
Corporate Specialist Supervisor

Letter Number: 795A00041877

RECEIVED
SEP 12 1995

DEPARTMENT OF STATE
OFFICE OF THE SECRETARY OF STATE

Check by
10/1



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 13, 1995

Mr. Harry Uhrig
BDO Dunwoody
151 Randall St.
Oakville Ontario Canada L6J-1P5

Re: Berti Properties Limited

Dear Mr. Uhrig:

The purpose of this letter is to memorialize our telephone conversation of September 12, 1995. As discussed, the activities of your client, i.e. renting real estate in Florida, does constitute "doing business" within the context of Florida's corporate laws. As such, your client, Berti Properties Limited, is required to qualify to do business with the Department of State.

This corporation's failure to do so prior to transacting business in this state has resulted in fees and penalties in the amount of \$4,956.25. In order to resolve this matter, please have your client submit a check to my attention at the address below.

I look forward to hearing from over the remainder of this month and working with you to resolve this matter. Please call me at 904/488-3684 if you have any questions.

Respectfully,

Marc W. Dunbar
Assistant General Counsel

MWD:idi

95 OCT 30 AM 9:01
TALLHASSEE, FL
1995



Department of State
Memorandum Office of the General Counsel

TO: File

FROM: Marc W. Dunbar, Assistant General Counsel

DATE: October 24, 1995

RE: Berti Properties Limited

Based on a review of the file and the financial information provided by this corporation, it is my recommendation that this file be closed and all penalties abated. This corporation has incurred operating losses in each of the past three years. This corporation has paid all outstanding annual report fees in the amount of \$956.25 and now desires to be qualified to do business. It is my recommendation that this corporation be permitted to do so and be qualified to do business in this state.

MWD/mwd

WILLIAM W. BERTI

95 OCT 29 11 51 AM '95

111 111

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. BERTI PROPERTIES LIMITED, 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. Ontario 3. n/a
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. June 1, 1987 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. June 1987
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 199 Tuxedo Avenue South
Hamilton, Ontario, L8K 2S3
(Current mailing address)

8. owning condominium
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: J. Marvin Guthrie, P.A.
Suite 101 Thompson Executive Center
Office Address: 1230 Myrtle Avenue South
Clearwater, Florida, 34616
(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.*


(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.

F95000005279

JAMES ST. IGA
 163 James Street South
 Hamilton, Ontario
 L8P 3A3

City/State/Zip

Phone #

Office Use Only

RECEIVED
 96 AUG -2 11:03:24
 SECRETARY OF STATE
 TALLMANSVILLE, TENNESSEE

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #) **670001911866**
 -08/02/96--01/36--016
 *****35.00 *****35.00
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

- Walk in
 Pick up time _____
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

NEW FILINGS
Profit
NonProfit
Limited Liability
Domestication
Other

AMENDMENTS
Amendment
Resignation of R.A., Officer/ Director
Change of Registered Agent
<input checked="" type="checkbox"/> Dissolution/Withdrawal
Merger

OTHER FILINGS
Annual Report
Fictitious Name
Name Reservation

REGISTRATION/ QUALIFICATION
Foreign
Limited Partnership
Reinstatement
Trademark
Other

N. HENDRICKS AUG 8 1996

Examiner's Initials	
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12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: PETER BERTI

Address: 199 Tuxedo Avenue South

Hamilton, Ontario, L8K 2S3

Director: _____

Address: _____

B. OFFICERS

President: PETER BERTI

Address: 199 Tuxedo Avenue South

Hamilton, Ontario, L8K 2S3

Vice President: _____

Address: _____

Secretary: PETER BERTI

Address: 199 Tuxedo Avenue South

Hamilton, Ontario, L8K 2S3

Treasurer: PETER BERTI

Address: 199 Tuxedo Avenue South

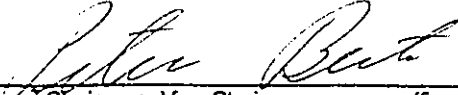
Hamilton, Ontario, L8K 2S3

FILED
1985 OCT 30 11 31 AM
ALBANY, NEW YORK

95 OCT 30 11 31 AM

1985 OCT 30 11 31 AM

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

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

14. PETER BERTI, PRESIDENT
(Typed or printed name and capacity of person signing application)



Ontario

Ministry of
Consumer and
Commercial Relations

Ministère de
la Consommation
et du Commerce

Business Division
Companies Branch
393 University Ave Suite 200
Toronto ON M5G 2M2

Direction des affaires commerciales
Direction des compagnies
393 ave University Bureau 200
Toronto ON M5G 2M2

Certificate of Status Certificat de Statut Documentaire

This is to certify that according to the records of the companies branch

Je certifie par les présentes que, conformément aux dossiers de la Direction des compagnies,

BERTI PROPERTIES LIMITED

Ontario Corporation No.

Numéro matricule de la personne morale en Ontario

000714713

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

est constituée, fusionnée ou prorogée en vertu des lois de la province de l'Ontario.

The corporation came into existence on

La personne morale a été fondée le

JUNE 01 JUIN, 1987

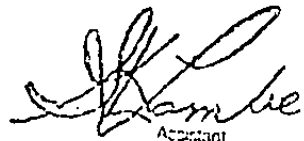
and has not been dissolved.

et n'a pas été dissoute.

Dated

Fait le

FEBRUARY 10 FEVRIER, 1995


Assistant

Controller of Records
Contrôleur des dossiers

RECEIVED
TALLAHASSEE, FLORIDA
95 OCT 30 AM 9:01
511 511

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA**

BERTI PROPERTIES LIMITED, INC.
(Name of Corporation)

ONTARIO, CANADA

(Incorporated Under Laws Of)

FILED
96 AUG -2 AM 10
SECRETARY OF STATE
TALLAHASSEE FLORIDA

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

199 TUXEDO AVENUE S.

(Mailing Address)

HAMILTON, ONTARIO, CANADA L8K 2S3

(City/ State /Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

Peter Berti
Signature

PRESIDENT

Title

PETER BERTI

Typed or printed name

July - 22 - 96
Date