

F99000001037

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Samler & Laupheimer Co., Inc.
(Name of corporation - must include suffix)

100002767551--0
-02/08/99--01084--007
*****70.00 *****70.00

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:

Michael Laupheimer

 (Name of Person)

Samler & Laupheimer Co., Inc.

 (Firm/Company)

19422 Island Court Drive

 (Address)

Boca Raton, Florida 33434

 (City/State/Zip)

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-02/24/99--01007--001
***1300.00 ***1300.00

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

Margaret Franetovich at (410) 847-3956
(Name of Person) (Area Code & Daytime Telephone Number)

99 FEB 24 AM 8:44
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

dat 2/24/99

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

SAMPLER & LAUPHEIMER CO., INC.
19422 ISLAND COURT DRIVE
BOCA RATON, FLORIDA 33434

February 5, 1999

Qualification/Tax Lien Section
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

RECEIVED

FEB 9 99

Office of General Counsel
Department of State

Re: Samler & Laupheimer Co., Inc.

To Whom It May Concern:

Enclosed you will find a completed "Application by Foreign Corporation for Authorization to Transact Business in Florida" for Samler & Laupheimer Co., Inc. Also enclosed with this application is a check for \$70.00 for the filing fee and a duly authenticated certificate of existence from the State of Maryland.

We regret that this application was not applied for in January 1997 when the business relocated to Florida. This was not an intentional disregard of the law but rather an oversight due to not being familiar with the filing requirements in Florida.

We respectfully request that no penalties be assessed in connection with the late filing of this application. In order to ensure we are in compliance with all Florida filing requirements going forward I would like to request that you send to my accountant the necessary forms and instructions for any yearly filing requirements that Samler & Laupheimer Co., Inc. my have in Florida.

These forms and instructions should be sent to:

Margaret Franetovich, CPA
American Express Tax and Business Services, Inc.
29 W. Susquehanna Avenue, Suite 400
Baltimore, Maryland 21204

mailing address

Ms. Franetovich can be reached by telephone at 410-296-4600 or 410-847-3956 (direct dial) or by "e-mail" at mfranetovich@wsbpa.com Please do not hesitate to contact her if you need any additional information.

Thank you for your prompt attention to this matter.

Sincerely,



Michael Laupheimer, President
Samler & Laupheimer Co. Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 20, 1999

CSC

SUBJECT: SAMLER AND LAUPHEIMER COMPANY, INC.
Ref. Number: W99000001481

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99 FEB 24 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document(s) in this office, however, a copy of the document is being returned for the following:

Based upon information provided by the Florida Department of Revenue, pursuant to section 213.053(14), Florida Statutes, it appears that SAMLER AND LAUPHEIMER COMPANY, INC. has transacted business in Florida prior to submitting an "Application for Authority to Transact Business in Florida". Please contact this office concerning the date first transacted business in Florida.

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 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 and penalty fees is \$3465.00.

If it is determined that the corporation's previous activities in Florida that warranted compliance with Florida's revenue laws did not constitute the transaction of business within the meaning of s. 607.1501, F.S., please provide a sworn affidavit to that effect.

If you have any questions concerning the filing of your document, please call (850) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 599A00002672

SAMPLER & LAUPHEIMER CO., INC.
19422 ISLAND COURT DRIVE
BOCA RATON, FLORIDA 33434

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FEB 19 99

Office of General Counsel
Department of State

Mr. Gerald T. York, Esq.
Office of General Counsel
LL-10, The Capitol
Tallahassee, Florida 32399-0250

Dear Mr. York:

Enclosed you will find a check for \$1,300 for Samler & Laupheimer Co., Inc.. Once this check is processed please send the Certificate of Authority to transact business in Florida to the above address.

Please contact my accountant at the following address if you need any additional information.

Margaret P. Franetovich, CPA
American Express Tax and Business Services, Inc.
29 W. Susquehanna Avenue, suite 400
Baltimore, Maryland 21204

Thank you for your prompt attention to this mater.

Sincerely,



Michael Laupheimer

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Department of State

Memorandum Office of the General Counsel

TO: File

FROM: Gerard York, Assistant General Counsel

DATE: February 19, 1999

RE: Samler & Laupheimer Co., Inc.

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 1997 of \$300.00 and foreign non-qualified penalties for the same period of \$ 1000.00 assessed at the statutory minimum of \$ 500.00 per year and wishes to be qualified to do business in the State of Florida. Accordingly, it is recommended corporation be issued a certificate of authority.

/gty

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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. Samler & Laupheimer Co., 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. Maryland 3. 52-0853394
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 06-29-67 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. January 1997
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 19422 Island Court Drive
Boca Raton, Florida 33434
(Current mailing address) *See cover letter for mailing address*
8. Insurance Sales
(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: Michael Laupheimer

Office Address: 19422 Island Court Drive
Boca Raton, 33434, Florida, 33434
(Zip code)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

Michael Laupheimer
(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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Michael Laupheimer

Address: 19422 Island Court Drive

Boca Raton, Florida 33434

Vice President: Elinor Laupheimer

Address: 19422 Island Court Drive

Boca Raton, Florida 33434

Secretary: Shale Stiller c/o Piper & Marbury, LLP

Address: 36 South Charles Street

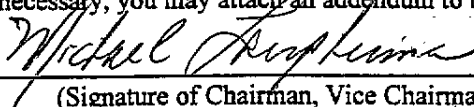
Baltimore, MD 21201

Treasurer: Michael Laupheimer

Address: 19422 Island Court Drive

Boca Raton, Florida 33434

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. Michael Laupheimer, President
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF MARYLAND

699991

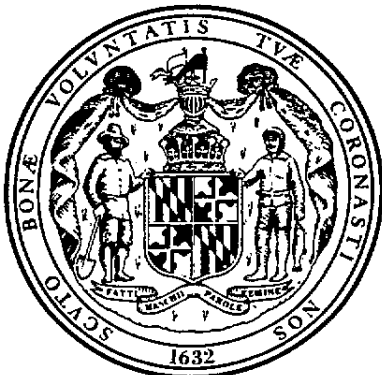
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

I, GLORIA J. WATSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATE CHARTERS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT SAMLER & LAUPHEIMER CO., INC. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND SAID CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN THE STATE OF MARYLAND.

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99 FEB 24 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE THIS 1ST DAY OF FEBRUARY, 1999.

Gloria J. Watson
GLORIA J. WATSON
OFFICE SUPERVISOR II