

F 9900000 6676

TRANSMITTAL LETTER

To: Registration Section  
Division of Corporations

SUBJECT: Leading Estates of the World, 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:

Thomas M. Small  
(Name of Person)  
SMALL LARKIN, LLP  
(Firm/Company)  
10940 Wilshire Blvd., 18th Floor  
(Address)  
Los Angeles, CA 90024  
(City/State/Zip)

FILED  
99 DEC 28 AM 10:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

Thomas M. Small at ( 310 ) 209-4400  
(Name of Person) (Area Code & Daytime Telephone Number)

100002979361--8  
-09/07/99--01063--016

*foreign corp*

*F99-6676*

STREET ADDRESS:

Registration Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

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

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-09/07/99--01063--016  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

*9*  
*complete*  
*997-88613*

*MF*

*W99-21517*

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

*855/310/3021/672*  
*734/768*  
*W99*



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

September 20, 1999

THOMAS M. SMALL  
SMALL LARKIN, LLP  
10940 WILSHIRE BLVD., 18TH FL.  
LOS ANGELES, CA 90024

SUBJECT: LEADING ESTATES OF THE WORLD, INC.  
Ref. Number: W99000021517

We have received your document for LEADING ESTATES OF THE WORLD, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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 \$5865.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a notarized 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 in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6918.

SMALL LARKIN, LLP

ATTORNEYS AT LAW

EIGHTEENTH FLOOR

10940 WILSHIRE BOULEVARD

LOS ANGELES, CALIFORNIA 90024-3945

TELEPHONE: (310) 209-4400

CABLE: SLK MARK • TELEX: 6502238698

FACSIMILE: (310) 209-4450

December 16, 1999

THOMAS M. SMALL

Direct Dial: (310) 209-4404

Florida Department of State

Division of Corporations

P.O. Box 6327

Tallahassee, FL 32314

ATTENTION: DOCUMENT SPECIALIST  
Nanette Causseaux  
Corporate Specialist Supervisor

REFERENCE: Number W990000 21517  
Letter Number 799A0004591

Re: LEADING ESTATES OF THE WORLD, INC.

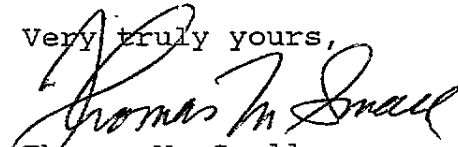
Dear Madam:

Enclosed is an Affidavit of Pamela Kelsey, Executive Vice President/CFO of the application corporation, indicating that erroneous or misleading information was listed in the application to register the applicant's trademark in Florida.

The transactions that have occurred in Florida are not "transacting business" according to Section 607.1501(2).

Reconsideration is respectfully requested.

Very truly yours,



Thomas M. Small

TMS/vk  
Enclosure

Affidavit of Pamela Kelsey

STATE OF CALIFORNIA            }  
COUNTY OF SANTA BARBARA    }    SS.

I, Pamela Kelsey, being duly sworn, state that:

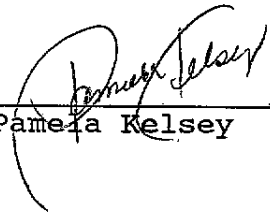
1. I am Executive Vice President/CFO of Leading Estates of the World, Inc., a California corporation ("the Corporation"), the applicant in an Application By Foreign Corporation For Authorization To Transact Business In Florida. I make this Declaration of my own personal knowledge and based upon information contained in the business records of the applicant.

2. The application that was filed on behalf of the Corporation, erroneously stated that the Corporation first "transacted business in Florida" on August 3, 1994. This should have read "upon qualification", in view of the provisions of Section 607.1501(2) that the following activities of a foreign corporation do not constitute transacting business:


- (e) Selling through independent contractors.
- (i) Transacting business in interstate commerce.

3. The activities of the Corporation in Florida since its incorporation have been limited to activities that are not

"transacting business" according to Section 607.1501(2). The Corporation distributes its magazines in Florida through independent contractors, and is engaged in interstate commerce in that respect.

  
\_\_\_\_\_  
Pamela Kelsey

Subscribed and sworn to before me this \_\_\_\_\_ day of \_\_\_\_\_  
1999, by Pamela Kelsey.

  
\_\_\_\_\_  
(Signature of Notary) (Seal of Notary)

**CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT**

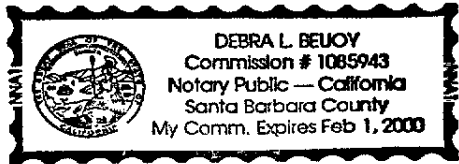
State of California

County of Santa Barbara

On Oct 25, 1999 before me, DEBRA L. BEUJOY NOTARY PUBLIC  
Name and Title of Officer (e.g., "Jane Doe, Notary Public")

personally appeared PAMELA KELSEY  
Name(s) of Signer(s)

personally known to me – OR –  proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Debra L. Beujoy  
Signature of Notary Public

**OPTIONAL**

*Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.*

**Description of Attached Document**

Title or Type of Document: Affidavit - Leading Estates of the World Inc

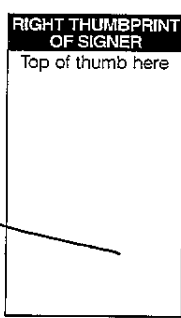
Document Date: Oct 25, 1999 Number of Pages: 2

Signer(s) Other Than Named Above: N/A

**Capacity(ies) Claimed by Signer(s)**

Signer's Name: \_\_\_\_\_

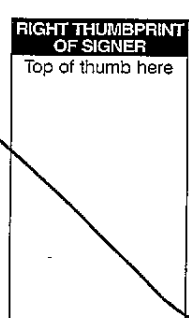
- Individual
- Corporate Officer
- Title(s): \_\_\_\_\_
- Partner —  Limited  General
- Attorney-in-Fact
- Trustee
- Guardian or Conservator
- Other: \_\_\_\_\_



Signer Is Representing: \_\_\_\_\_

Signer's Name: \_\_\_\_\_

- Individual
- Corporate Officer
- Title(s): \_\_\_\_\_
- Partner —  Limited  General
- Attorney-in-Fact
- Trustee
- Guardian or Conservator
- Other: \_\_\_\_\_



Signer Is Representing: \_\_\_\_\_



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

**A. DIRECTORS**

Chairman: ROBERT H. KELSEY

Address: 2933 GRAND AVE

LOS OLIVOS, CA 93460

Vice Chairman: PAMELA KELSEY

Address: 2933 GRAND AVE

LOS OLIVOS, CA 93460

Director: WALTER BASS

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS**

President: ROBERT KELSEY

Address: (above)

Vice President: PAMELA KELSEY

Address: (above)

Secretary: PAMELA KELSEY

Address: (above)

Treasurer: PAMELA KELSEY

Address: above

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

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

14. ROBERT H. KELSEY PRESIDENT CEO  
(Typed or printed name and capacity of person signing application)



# State of California

SECRETARY OF STATE

## CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That on the 27th day of December, 1999

LEADING ESTATES OF THE WORLD, INC.

*became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and*

*That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and*

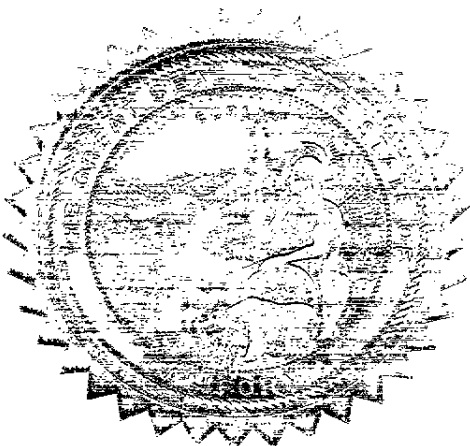
*That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and*

*That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and*

*That no information is available in this office on the financial condition, business activity or practices of this corporation.*

*IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of*

August 31, 1999



*Bill Jones*

Secretary of State

FILED  
99 DEC 28 AM 10:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA