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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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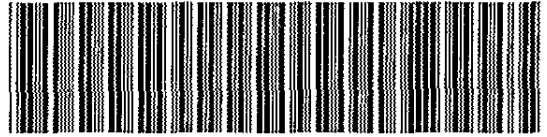
(Business Entity Name)

(Document Number)

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**ENGELBERG & MILGRIM, P. L.**

A PROFESSIONAL LIMITED LIABILITY COMPANY

ATTORNEYS AT LAW

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MORRIS ENGELBERG &  
LAURIE E. MILGRIM, P. A.

MORRIS ENGELBERG  
LAURIE E. MILGRIM

03/27/03  
PALM BEACH OFFICE  
125 WORTH AVENUE  
PALM BEACH, FLORIDA 33480  
TELEPHONE (561) 734-0440  
PLEASE DIRECT ALL MAIL  
TO HOLLYWOOD OFFICE

March 27, 2003

**PRIVILEGED COMMUNICATION**

**VIA CERTIFIED MAIL**

Mr. Buck Kohr  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314-6327

RE: XOF Enterprises Limited  
Partnership

AF, Inc. now known as  
XOF Enterprises, Inc.  
(After Amendment is Filed)

Dear Mr. Kohr:

Pursuant to your recent telephone conversation with Nancy of our offices in connection with the above-referenced entities, please be advised of the following:

- (1) Nancy called a couple of weeks ago and spoke to Mrs. Alice Fox, director and president of AF, Inc., one of the general partners of XOF Enterprises Limited Partnership, in connection with the Uniform Business Reports that should be filed annually with the State of Florida for AF, Inc. and XOF Enterprises Limited Partnership. She was following up to make sure that they had been filed and/or that Mrs. Fox was sending the same to our offices for instructions.
- (2) Mrs. Fox, who has been ill, told Nancy that she had no recollection of ever having received these forms in the past, and she further had her daughter, who is handling some of her affairs, check on the matter. We were informed that no papers have been received from the State of Florida for either AF, Inc. or XOF Enterprises Limited Partnership.
- (3) Nancy then called you at the Division of Corporations in Tallahassee, and you informed her that AF, Inc. was dissolved three years ago, and that the XOF Limited Partnership has been dissolved for four years.

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- (4) As previously discussed with you, Mrs. Fox is always timely in filing forms and paying taxes and fees, and if she had received these forms, she would have either taken care of them herself or sent them to us for instructions. It is apparent that these forms were never received by Mrs. Fox from the State of Florida.

Based on the aforementioned, we are certain that it absolutely is not the fault of the taxpayer that these forms were not filed. The individual taking care of these matters in the past did not follow up on the status of the same. We have come to the conclusion that based on his not following up on these matters, the documents have never been received by Mrs. Fox from the State of Florida due to the fact that the forms were not filed and the corporation and partnership are no longer active and have been dissolved.

- (5) **Based on the above, we respectfully request that all late filing penalties be waived, and based on your discussion with Nancy, we have enclosed herein the following:**

- (A) Two (2) originals of the Articles of Amendment to the Articles of Incorporation of AF, Inc. changing the name to XOF Enterprises, Inc. Said Amendment has been signed by Mrs. Alice Fox, director and president, and we have attached a check in the amount of \$35.00 made payable to the Secretary of State for the filing fee. This name change has been previously approved by you, and the name XOF Enterprises, Inc. was available.
- (B) The Uniform Business Report (Form UBR) for AF, Inc. now known as XOF Enterprises, Inc., which has been signed by Mrs. Alice Fox, president and director. Enclosed is a check in the amount of \$450 made payable to the Department of State. This amount covers the filing fees for the years of 2001, 2002 and 2003.
- (C) In connection with filing the Limited Partnership Uniform Business Report (Form UBR), we have enclosed herein the appropriate form signed by Mrs. Alice Fox, director and president of AF, Inc. now known as XOF Enterprises, Inc., a general partner of XOF Enterprises Limited Partnership. Enclosed is a check in the amount of \$2,105.00 made payable to the Department of State. This amount covers the filing fees for the years 2000, 2001, 2002 and 2003.

LAW OFFICES

ENGELBERG, CANTOR & MILGRIM, P. L.

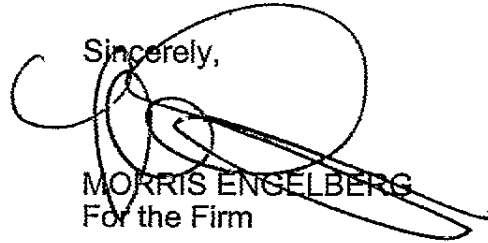
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We hope the above explanation and the enclosed documents meet with your requirements, and we thank you in advance for your anticipated cooperation in this regard. We appreciate your efforts and assistance in working with our offices to reinstate these entities, supplying us with the necessary documents, waiving the late filing penalties, etc.

If you have any questions or comments in connection with this matter, or if you need any additional documentation or explanation, please do not hesitate to contact our offices.

Sincerely,

A handwritten signature in black ink, appearing to read 'Morris Engelberg', written over a circular stamp or mark.

MORRIS ENGELBERG  
For the Firm

ME:nh  
Enclosures  
cc. Mrs. Alice Fox  
Mrs. Caroline Fiore  
Dr. Robert Collins

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

AF, INC.

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(present name)

P98000108009

(Document Number of Corporation (If known))

*Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:*

**FIRST:** Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

ARTICLE I: NAME

ORIGINALLY READS: The name of the corporation is AF, INC.

AMENDED TO READ: The name of the corporation is XOF ENTERPRISES, INC.

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

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**THIRD:** The date of each amendment's adoption: March 20, 2003

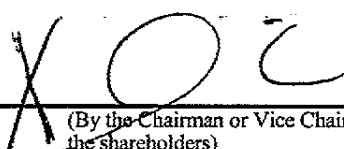
**FOURTH:** Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_"  
(voting group)

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 20th day of March, 2003

Signature   
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

ALICE FOX, DIRECTOR

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

ALICE FOX  
(Typed or printed name)

DIRECTOR  
(Title)