

F95000000821

Document Number Only

C T CORPORATION SYSTEM

Requestor's Name

1311 Executive Center Drive, apt. 200

Address

Tallahassee, FL 32301 (904) 656-8298

City State Zip Phone

CORPORATION(S) NAME

Island Travel Corporation

- ☒ Profit
☐ NonProfit
☐ Amendment
☐ Merger
☒ Foreign
☐ Dissolution/Withdrawal
☐ Mark
☐ Limited Partnership
☐ Annual Report
☐ Other
☐ Reinstatement
☐ Reservation
☐ Change of R.A.
☐ Fictitious Name
☐ Certified Copy
☐ Photo Copies
☐ CUS / G/S
☐ Call When Ready
☐ Call if Problem
☐ After 4:30
☒ Walk In
☐ Will Wait
☒ Pick Up
☐ Mail Out

Name
Availability

Document
Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

PLEASE RETURN EXTRA COPY(S)
FILE STAMPED

W93-27355



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

December 30, 1993

CT CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: ICELAND SEAFOOD CORPORATION
Ref. Number: W93000027355

We have received your document for ICELAND SEAFOOD CORPORATION and your check(s) totaling \$70.00 . However, the document has not been filed and is being retained in this office for the following:

Based upon information provided by the Florida Department of Revenue, pursuant to section 213.053(14), Florida Statutes, it appears that ICELAND SEAFOOD CORPORATION 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.

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) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 093A00143564



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

April 4, 1994

CT CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: ICELAND SEAFOOD CORPORATION
Ref. Number: W93000027355

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 ICELAND SEAFOOD CORPORATION.

This office received information provided by the Florida Department of Revenue, pursuant to section 213.053(14), Florida Statutes, which indicates that the corporation has transacted business in the State of Florida since January 1, 1981. You were notified by letter dated December 30, 1993, that because of failure to obtain a certificate of authority prior to transacting business in the State of Florida, the corporation is liable for \$6651.25 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.

Hart Collins
Senior Corporate Section Administrator Letter No. 994A00014876

Enclosure



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

December 1, 1994

MAGNUS G. FRIDGEIRSSON
ICELAND SEAFOOD CORPORATION
1250 SLATE HILL RD
CAMP HILL, PA 17011

SUBJECT: ICELAND SEAFOOD CORPORATION
Ref. Number: W93000027355

**CERTIFIED MAIL #Z 751 934 139
RETURN RECEIPT REQUESTED**

This is the Department of State's third request for information to establish the date ICELAND SEAFOOD CORPORATION first transacted business in Florida. Failure to respond to this letter may result in legal action against the corporation pursuant to Sections 607.0130(3) and 607.1502(4), Florida Statutes (copies enclosed).

Based upon information provided by the Florida Department of Revenue, it appears that ICELAND SEAFOOD CORPORATION has transacted business in Florida since January 1, 1981. This date is not the same as the date indicated on the corporation's previously submitted application.

If erroneous information was listed on the application or the date the corporation began conducting its affairs in Florida falls under an enumerated exemption provided for in Section 607.1501, Florida Statutes (copy enclosed), an affidavit to clarify this discrepancy must be sent to this office.

Until this office is notified otherwise, penalties and fees in the amount of \$6651.25 are now due. To avoid further penalty, either payment or an affidavit must be remitted within 15 days of receipt of this letter. Please make your check payable to the Department of State and send it to the address indicated below. If you have any questions regarding this matter, please telephone (904) 487-6091.

I look forward to your response.

Sincerely,

Douglas D. Sunshine, Assistant General Counsel

Enclosures Letter No. 794A00051431

BOSWELL, SNYDER, TINTNER & PICCOLA

COUNSELLORS AT LAW

415 NORTH FRONT STREET

P.O. Box 741

HARRISBURG, PA 17108-0741

WILLIAM D. BOSWELL
DONALD L. SNYDER
LEONARD TINTNER
JEFFREY E. PICCOLA
JEFFREY R. BOSWELL
BRIGID O. ALFORD
MARK R. PARTHEMER
CHARLES J. HARTWELL

TEL: 717 236 9337
FAX: 717 236 9310

RICHARD B. WICKERHAM
OF COUNSEL

January 18, 1995

VIA FEDERAL EXPRESS #5624869961

Douglas D. Sunshine, Esquire
Assistant General Counsel
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

*Called acknowledge retention to 2/28
1/20*

**Re: Iceland Seafood Corporation
Ref. No. W93000027355**

Dear Mr. Sunshine:

This office is general counsel for Iceland Seafood Corporation (ISC), a Pennsylvania corporation, whose principal place of business is 1250 Slate Hill Road, Camp Hill, PA 17011. We are in receipt of a letter from the State of Florida dated December 1, 1994, which was directed to Magnus G. Fridgeirsson at ISC. The fact that Mr. Fridgeirsson is no longer employed by ISC may account for the delay in our response to said letter.

The letter was forwarded by certified mail no. Z751934139 and a return receipt was forwarded to you. The letter, however, laid dormant for a period of time and was only recently discovered and forwarded to our office for action. I have requested certain documentation and information from my client which I view necessary in order to clarify the issue as to whether or not ISC has transacted business in Florida since January 1, 1981. I anticipate receiving such information promptly, however, since most of the information requested covers the period of January 1, 1981 to January 1, 1995 the retrieval of some may be difficult.

Douglas D. Sunshine
Re: Iceland Seafood Corporation
Ref. No. W93000027355
January 18, 1995
Page 2

The initial information that my client has furnished to me seems to indicate that ISC began conducting its affairs in Florida under the enumerated exemptions provided under Section 607.1501(2) of the Florida Statutes and I am awaiting sufficient documentation to verify that fact before submitting an affidavit clarifying the issues. We have also been in communication with our client's Florida counsel, Fleming, O'Bryan & Fleming, of Ft. Lauderdale, concerning these matters and we wish to confer with them to assure that proper information is supplied to your office.

Due to the delay in retrieving the information required for us to properly respond to your inquiry, I felt it necessary to forward this letter to you by Federal Express as we wanted you to know that your concerns are not being ignored, but that we will diligently pursue this matter upon receipt of appropriate information from our client. We will make every effort to have the appropriate affidavit in your hands on or before February 28, 1995. If, however, it appears that that deadline will not be met due to difficulty in retrieving pertinent documents we will advise you accordingly. We regret the delay in responding and can assure you that such was not intentional. Thank you for your continued cooperation.

Very truly yours,

William D. Boswell

WDB/sea

BOSWELL, SNYDER, TINTNER & PICCOLA

COUNSELLORS AT LAW

415 NORTH FRONT STREET

P.O. Box 711

HARRISBURG, PA 17108-0711

WILLIAM D. BOSWELL
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JEFFREY R. BOSWELL
BRIGID Q. ALFORD
MARK R. PARTHEMER
CHARLES J. HARTWELL

TEL. 717 236 0311
FAX 717 236 0310

RICHARD R. WICKERSHAM
OF COUNSEL

February 6, 1995

VIA FEDERAL EXPRESS #5624869983

Douglas D. Sunshine, Esquire
Assistant General Counsel
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Iceland Seafood Corporation
Ref. No. W9000027355

Dear Mr. Sunshine:

This will supplement my letter to you of January 18, 1995, which was in response to your letter of December 1, 1994, directed to my client, Iceland Seafood Corporation, as well our telephone conversation shortly after you received my letter.

In an effort to comply with your instructions relative to Iceland Seafoof Corporation's transaction of business in the State of Florida since 1981 without first applying for the authority to transact business as set forth in Section 607.1501, Florida Statutes, enclosed is an Affidavit given by Gene Hoover, Vice President for Finance, of Iceland Seafoof Corporation. Said Affidavit states that Iceland Seafoof Corporation's activities in the State of Florida were within the enumerated activities set forth in Section 607.1501(2), Florida Statutes, and that the Iceland Seafoof Corporation continues to perform these activities at the present time.

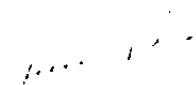
It is the policy of Iceland Seafoof Corporation to apply for authority to transact business in a foreign state when the statute clearly requires the same. However, when my client determined to file the necessary tax returns in the State of Florida and it ascertained that the mode of doing business therein was actually exempt by Section 607-1501(2), Florida Statutes, and, therefore, no action was taken to file the necessary application. Since the activities of Iceland Seafoof Corporation up to this time did not require qualification, we believe that Iceland Seafoof Corporation should be permitted to make the appropriate application at this time and pay the accompanying filing fees in order to obtain the qualification desired without the imposition of penalties and fees.

Douglas D. Sunshine, Esq.
Re: Iceland Seafood Corporation
Ref. No. W93000027355
February 6, 1995
Page 2

We would appreciate your department's consideration of this request based upon the application forwarded herewith. If Iceland Seafood Corporation is granted the authority to make application without penalties and fees, other than the filing fee, please advise and we will direct CT Corporation System to proceed with the filing.

Thank you for your continued cooperation. If you have any questions or comments concerning this matter, please do not hesitate to contact us in greater detail.

Very truly yours,


William D. Boswell

WDB/scn
Enclosures

cc: Mr. Gene Hoover (w/enc.)
Mr. Howell P. Carper (w/enc.)

COMMONWEALTH OF PENNSYLVANIA)
) ss:
COUNTY OF DAUPHIN)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JAN 19 1995 11:08:59

AFFIDAVIT

The undersigned, Gene Hoover, Vice President for Finance of Iceland Seafood Corporation, pursuant to a letter from the Florida Department of State, Division of Corporations dated December 1, 1994, directed to Magnus G. Fridgeirsson of Iceland Seafood Corporation, makes this affidavit to clarify erroneous information that was furnished in Iceland Seafood Corporation's Application by Foreign Corporation for Authorization to Transact Business in Florida and the fact that Iceland Seafood Corporation has been conducting its affairs in the State of Florida since January 1, 1981 under certain enumerated exemptions provided in Section 607.1501, Florida Statutes, and states the following:

1. On December 30, 1993 Iceland Seafood Corporation filed an Application by Foreign Corporation for Authorization to Transact Business in Florida with the Florida Department of State, Division of Corporations (Form FLA-2189-2/1/92), along with the requisite fee of \$70.00. Paragraph 6 of said application requested the date on which Iceland Seafood Corporation first transacted business in Florida and the reply furnished was "1979- For years 1979 to 1992 Corporate Franchise Tax Returns have been filed."

2. On December 30, 1993 the Florida Department of State, Division of Corporations, advised CT Corporation System, the registered agent for Iceland Seafood Corporation in the State of Florida, that, pursuant to Section 213.053(14), Florida Statutes, it was determined by the Florida Department of Revenue that "it appears that Iceland Seafood Corporation has transacted business in Florida prior to submitting an application to transact business in Florida" and requested information as to the date Iceland Seafood Corporation first transacted business in Florida. A 60-day deadline was granted for furnishing such information and, apparently, the application was considered to be abandoned by the Division of Corporations since it did not receive a response within the 60-day period.

3. An investigation followed and it was determined that Iceland Seafood Corporation began filing and paying the requisite taxes on the Florida Corporate Income/Franchise and Emergency Excise Tax Return (Form F1120) in 1981 and not in 1979 as stated in its application. Therefore, the initial date that Iceland Seafood Corporation first transacted business in the State of Florida was erroneous. With the filing of said return in 1981 the sum of \$12,409.92 was paid. Subsequently, every year thereafter a similar return was filed and payment was made up to and including the year 1993, and a total payment of \$91,660.31 for the period of 1981 to 1993 was paid to the Florida Department of Revenue (SEE SCHEDULE ATTACHED).

4. On December 1, 1994 the Florida Department of State, Division of Corporations, forwarded a letter to Iceland Seafood Corporation advising that penalties and fees in the amount of \$6651.25 were due for failure to file an application to transact business in Florida. A copy of said letter is attached hereto, together with a response hereto by William D. Boswell, Esquire, general counsel for Iceland Seafood Corporation.

5. As indicated, Iceland Seafood Corporation has transacted business in the State of Florida since 1981, but only under certain subparagraphs of Section 607.1501(2), Florida Statutes, which are activities that do not constitute transacting business within the meaning of Section 607.1501(1), Florida Statutes.

6. The activities which Iceland Seafood Corporation has conducted in the State of Florida since 1981, as enumerated in Section 607.1501(2), Florida Statutes, include: (c) maintaining bank accounts; (e) selling through independent contractors; (f) soliciting and obtaining orders by mail and through employees, agents or otherwise, all of which orders require acceptance outside the state before they become contracts (acceptant state being Pennsylvania); (i) transacting business in interstate commerce; and (m) owning, without more, real or personal property. Iceland Seafood Corporation has engaged in no other activities in Florida during the period from 1981 to present.

7. From 1981 to date Iceland Seafood Corporation has had a presence in Florida; however, under activities of the enumerated exemptions under Section 607.1501(2), Florida Statutes, Iceland Seafood Corporation opted to file said tax return for each year from 1981 to 1993 and pay the calculated tax. Furthermore, in the question part of the return the section that requested the Florida charter number was left blank to indicate that Iceland Seafood Corporation had not made application with the state to transact business therein as a foreign corporation and under Section 607.1501(2), Florida Statutes, its activities in Florida were exempt, thus, qualification was not required.

8. With this Affidavit it is respectfully requested that the Florida Department of State, Division of Corporations, approve Iceland Seafood Corporation's Application by Foreign Corporation for Authorization to Transact Business in Florida without the penalty and fees, as assessed, so that Iceland Seafood Corporation may expand its manner of doing business in the State of Florida.

9. This Affidavit is respectfully submitted by Iceland Seafood Corporation to clarify erroneous information and to describe its corporate activities in the State of Florida.

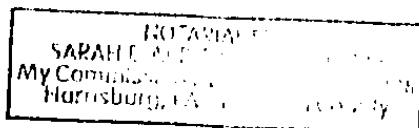
ICELAND SEAFOOD CORPORATION

By: Gene Hoover
Gene Hoover, Vice President for Finance
1250 State Hill Road
Camp Hill, PA 17011

Sworn to and subscribed before me
this 3rd day of February, 1995.

Sarah E. Appleby
Notary Public

My commission expires: 12/31/97



**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. Iceland Seafood Corporation
(Name of corporation: must include the word "INCORPORATED," "COMPANY," or "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. Pennsylvania
(State or country under the law of which it is incorporated)

3. April 18, 1966
(Date of Incorporation)

4. Perpetual
(Duration)

5. 23-1550299
(Federal Employer Identification number, if applicable)

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

7. 1250 Slate Hill Road, Camp Hill, Pennsylvania 17011
(Current mailing address)
Commercial and institutional wholesale sale of frozen and fresh fish and fish products.

8. _____
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and street addresses of officers and or directors:

A. Directors:

Chairman: Jorundur Ragnarsson

Address: Kaupfelaug Heradsbua
700 Egilsstadir, Iceland

~~Vice Chairman:~~ Benedikt Sveinsson
Address: Iceland Seafood International
Samband House, Kirkjusandur
105 Reykjavik, Iceland

Director: Johann A. Jonsson Magnus Gudjonsson
Address: Hradfrystitod Thorshafnar FAFNIR
680 Thirshofn, Iceland 470 Thingeyri, Iceland

Director: Magnus G. Eridgeirsson William D. Boswell
Address: Iceland Seafood Corporation Boswell Snyder Tintner & Piccola
1250 Slate Hill Road 315 North Front Street
Camp Hill, PA 17011 Harrisburg, PA 17101

FILED
SECRETARY OF STATE
OFFICE OF CORPORATIONS
FEB 20 AM 8:59

II. Officers:

President Magnus G. Fridgeirsson
Address Iceland Seafood Corporation
1250 Slate Hill Road
Camp Hill, PA 17011

Vice President Howell P. Carper, VP Sales & Marketing
Address Iceland Seafood Corporation
1250 Slate Hill Road
Camp Hill, PA 17011

Secretary Gene Hoover, VP of Finance
Address Iceland Seafood Corporation
1250 Slate Hill Road
Camp Hill, PA 17011

Treasurer Jon Litzelman, VP of Operations
Address Iceland Seafood Corporation
1250 Slate Hill Road
Camp Hill, PA 17011
Gunnar Jonasson, VP of Purchasing
Iceland Seafood Corporation
1250 Slate Hill Road
Camp Hill, PA 17011

(if needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida 33324
Zip Code

11. 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: *[Signature]*
C T Corporation System
(Officer)
John M. Smith, Secretary
(Typed Name and Title of Officer)

12. 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.

13. *[Signature]*
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Magnus G. Fridgeirsson, President
(Name and capacity of person signing application)

COMMONWEALTH OF PENNSYLVANIA



Department of State

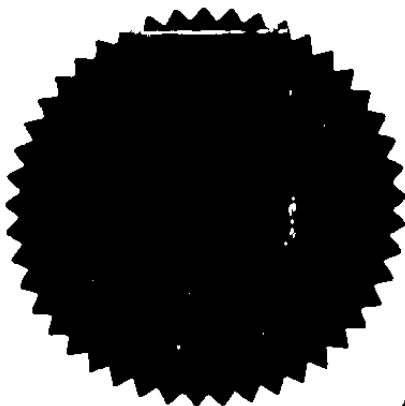
02/09/1995

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING

I DO HEREBY CERTIFY THAT:

ICELAND SEAFOOD CORPORATION

is duly incorporated under the laws of the Commonwealth of Pennsylvania and remains a subsisting corporation so far as the records of this office show, as of the date herein



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

ACTING

Secretary of the Commonwealth

CKE1

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 FEB 20 AM 8:59