

Wills, Trusts &
Estate Planning
Estate Administration
Corporation &
Business Law

Law Offices
ANDREW J. BRITTON, P.A.
151 Center Road
Venice, FL 34292

Telephone
(941) 408-8008

Telecopier
(941) 408-0722

F0000002558

Gerry York, Esquire
Office of General Counsel
Department of State
Tallahassee, Florida

Via Fax No. (850) 922-5763

Re: Transaction of Business by
Foreign Corporation without Authority

Dear Mr. York:

This letter is to confirm our telephone conversation of earlier today, in which we discussed procedures and costs for the application of my client's foreign corporation to do business in Florida.

I represent Genertek International Corp., a Delaware corporation. I was not involved with the formation of that corporation, and I recently became aware that it was transacting business in Florida, but that it had not qualified by receiving a Certificate of Authority from the State of Florida.

My investigation of this corporation's activities in Florida reveals that it engaged in primarily research and development type activities, and losses from those activities were taken on the income tax returns for the 1997 and subsequent calendar years.

Accordingly, pursuant to our conversation, I am requesting that you confirm the costs involved for my client's corporation to obtain a Certificate of Authority to do business in Florida. I understand that annual report fees of \$150.00 would be required for 1998, 1999 and 2000, and that penalties would apply for the years 1997, 1998 and 1999. Although the Florida Statutes authorize penalties of up to \$1,000.00 per year, we discussed a settlement in the amount of \$500.00 for each year. Additionally, there would be a \$70.00 filing fee in connection with the application.

Your prompt response to this request is appreciated.

Name Availability

Document Examiner

Updater

Updater

AIB/ak

at: 1261 Delwork, Inc.

W. P. Ventner

Very truly yours,

Andrew J. Britton

PF \$1500.00
ARs - 450.00
FILING 35
COPY 8.75
AGENT 35.00
TOTAL 2,028.75
BALANCE DUE \$
REFUND \$

4000003238674--6

05/03/00--01158--001

***2028.75 ***2028.75

need 5/2

5/9 need

CF 70-00
Cert 8-15
AND-1950-2

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY -2 PM 3:09



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
OFFICE OF THE GENERAL COUNSEL

F A C S I M I L E T R A N S M I T T A L

TO FAX NUMBER: (941) 408-0722

Please deliver the following pages to:

NAME: Mr. Andrew J. Britton, Esq.,

CLIENT: Genertek International Corp.

CITY/STATE: Venice, Florida

SENDER: Gerard T. York, Esq.,
Assistant General Counsel

DATE/TIME: 04/27/00 8:55 AM

NUMBER OF PAGES (including transmittal sheet):2

FROM FAX: 850/922-5763 (Suncom 292-5763)

COMMENTS: This communication is further to our conversation regarding annual report fees and statutory penalties which would be assessed against Genertek International Corp. under section 607.1502(4), Florida Statutes.

If Genertek International Corp. has transacted business in Florida since 1997, an amount of \$3450.00 is due, reflecting annual report fees of \$450.00 and statutory penalties of \$3000.00. We would, however, offer to settle the issue of annual report fees and foreign non-qualified penalties from Genertek International Corp. for the sum of \$1950.00, reflecting annual report fees from 1997 of \$450.00 and penalties from 1997 of \$1500.00 assessed at the statutory minimum of \$500.00 per

year. This offer remains in effect until June 9, 2000. A \$70.00 filing fee would also be due with the application.

Upon completion of the application and receipt of a check in the amount of \$2020.00 payable to the Department of State, Division of Corporations, I will instruct the Division of Corporations to issue Genertek International Corp. a Certificate of Authority to transact business in Florida. Please mail the check to this attorney at: Office of General Counsel, LL-10, The Capitol, Tallahassee, Florida 32399-0250.

Please do not hesitate to contact me should you have any questions or require .

If there are any problems in receiving this transmission, call Cara at 850/414-5536 or Suncom 994-5536.

LL-10 • THE CAPITOL • TALLAHASSEE, FLORIDA 32399-0250

• Wills, Trusts &
Estate Planning
Estate Administration
Corporation &
Business Law

Law Offices
ANDREW J. BRITTON, P.A.
151 Center Road
Venice, FL 34292

Telephone
(941) 408-8008

Telecopier
(941) 408-0722

April 27, 2000

Gerard T. York, Esquire
Office of General Counsel
LL-10, The Capitol
Tallahassee, Florida 32399-0250

Re: Genertek International Corp., a Delaware Corporation
Foreign Corporation without Authority

Dear Mr. York:

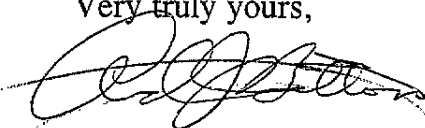
In connection with the above matter, enclosed please find the following:

- (1) Application by Foreign Corporation for Authorization to Transact Business in Florida;
- (2) Certificate of Status from Delaware Secretary of State; and
- (3) Check payable to Florida Department of State for \$2,028.75, representing the negotiated costs and penalties as set out in your April 27, 2000 fax (copy attached).

Please issue a Certificate of Authority to transact business in Florida, together with a Certificate of Status.

Thank you for your assistance in this matter.

Very truly yours,


Andrew J. Britton

AJB/ak
cc: Mr. Peter Shin
a: 1.26\dse\york.ltr

RECEIVED

MAY 02 2000

Office of General Counsel
Department of State



Department of State

Memorandum Office of the General Counsel

TO: File

FROM: Gerard York, Assistant General Counsel

DATE: May 2, 2000

RE: Genertek International Corp.

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 \$450.00 and foreign non-qualified penalties of \$1500.00 assessed at the statutory minimum of \$500.00 per year. Corporation wishes to be qualified to do business in the State of Florida. Accordingly, it is recommended corporation be issued a certificate of authority.

/gtv

✓

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Genertek International Corp.
(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:

Andrew J. Britton
(Name of Person)

Andrew J. Britton, P.A.
(Firm/Company)

151 Center Rd.
(Address)

Venice, FL 34292
(City/State/Zip)

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

Andrew J. Britton at (941) 408-8008
(Name of Person) (Area Code & Daytime Telephone Number)
FAX NO. (941) 408-0722

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

Enclosed is a check for the following amount:

- | | | | |
|---|---|---|---|
| <input type="checkbox"/> \$70.00 Filing Fee | <input checked="" type="checkbox"/> \$78.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee &
Certified Copy | <input type="checkbox"/> \$87.50 Filing Fee,
Certificate of Status &
Certified Copy |
|---|---|---|---|

✓

**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. Genertek International Corp.

(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. Delaware

(State or country under the law of which it is incorporated)

3. 59-3447573

(FEI number, if applicable)

4. February 10, 1997

(Date of incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. November 1, 1997

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1250 Hobbs Road

Auburndale, FL 33823

(Current mailing address)

8. Manufacture of power generators

(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: Andrew J. Britton

Office Address: 151 Center Rd.

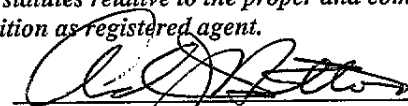
Venice

Florida, 34292

(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.


Andrew J. Britton (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)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY - 2 PM 3:09

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: ⁰³¹ Dae Y. Shin

Address: 4625 Dolphin Cay La., St. Petersburg, FL 33711

☒ DIRECTOR: John B. Manning
~~Vice Chairman~~

Address: 4614 Drew Ct., Lakeland, FL 33810

Director:

Address:

Director:

Address:

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

☒ President: Dae Y. Shin

Address: same as above

☒ Vice President: John B. Manning

Address: same as above

☒ Secretary: Dae Y. Shin


Address: same as above

☒ Treasurer: Dae Y. Shin

Address: same as above

ASSISTANT SECRETARY: Peter Shin 5201 S. Westshore Blvd., Tampa, FL 33611

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. Dae Y. Shin
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GENERTEK INTERNATIONAL CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTEENTH DAY OF MARCH, A.D. 2000.





Edward J. Freel, Secretary of State

2715920 8300

001126191

AUTHENTICATION:

0312323

DATE:

03-13-00