

FOI 0000003888

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: ASSP Holdings, 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.

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-11/02/00--01071--006
*****70.00 *****70.00

Please return all correspondence concerning this matter to the following:

Andres Rivero, Esq. W-26702
(Name of Person)
Sullivan + Rivero, P.A.
(Firm/Company)
201 S. Biscayne Blvd. Miami Center Ste 1450
(Address)
Miami, FL 33131
(City/State and Zip code)

For further information concerning this matter, please call:

Cheryl Potter at (305) 371-7781
(Name of Person) (Area Code & Daytime Telephone Number)

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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

mtu
7/24



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 8, 2000

ANDRES RIVERO, ESQ.
201 S. BISCAYNE BLVD., MIAMI CENTER
STE 1450
MIAMI, FL 33131

SUBJECT: ASSP HOLDINGS, INC.
Ref. Number: W00000026702

We have received your document for ASSP HOLDINGS, 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:

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/uniform business 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/uniform business report and penalty fees is \$1150.00.

Enclosed please find a copy of section 607.1501, 617.1501, or 608.502, 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, 617.1501 or 608.502, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 700A00057817

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FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 20, 2001

ANDRES RIVERO, ESQ.
201 W. BISCAYNE BLVD., MIAMI CENTER
SUITE 1450
MIAMI, FL 33131

SUBJECT: ASSP HOLDINGS, INC.
Ref. Number: W00000026702

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 ASSP HOLDINGS, INC..

The referenced application states that the corporation has transacted business in the State of Florida since September 1, 1999. You were notified by letter dated November 8, 2000, that because of failure to obtain a certificate of authority prior to transacting business in the State of Florida, the corporation is liable for \$1150.00 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 (850) 487-6051.

Gretchen Harvey
Document Specialist Supervisor Letter No. 901A00037427

Enclosure

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AFFIDAVIT OF JON L. GROSSMAN

Affiant, having been sworn, states under oath:

1. I, Jon L. Grossman am the president of ASSP Holdings, Inc. ("ASSP"), a foreign corporation incorporated in the State of Texas on August 27, 1999. I have personal knowledge of the facts contained in this affidavit.

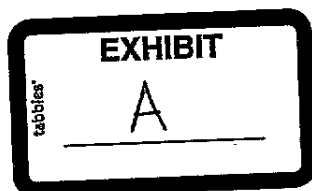
2. I erroneously inserted information on ASSP Holdings, Inc.'s Application by Foreign Corporation for Authorization to Transact Business in Florida. Specifically, I incorrectly inserted September of 1999 as the date ASSP first transacted business in the State of Florida.

3. ASSP was created for the purpose of obtaining financing and acquiring a warehouse and offices in Texas (the "Facility"), and to obtain working capital for Air-O-Sea, a Florida corporation, and Sun Packing, a Texas corporation.

4. Starting in or about August of 1999, ASSP began to have discussions with Synergy Capital Management, LLC ("Synergy"), a Delaware corporation, and Sentinel Holdings Ltd. ("Sentinel Holdings"), a Bermuda corporation, about obtaining financing for the purchase of the Facility. These discussions were conducted primarily by telephone, between myself located in Miami, Florida and various representatives from Synergy and Sentinel Holdings.

5. Synergy and Sentinel Holdings promised financing to ASSP for the acquisition of the Facility. Additionally, Synergy provided ASSP with a Business Performance Insurance Policy should the funding not close by the agreed upon date.

6. Despite their representations and obligations, Synergy and Sentinel Holdings, amongst others, failed to fulfill the terms of their agreements. Therefore, ASSP was unable to acquire the Facility and is now a defunct corporation.



7. The single, isolated transaction described in this affidavit constitutes the only activity of ASSP in the State of Florida. Therefore, ASSP was not transacting business within the meaning of 607.1501(1), Florida Statutes.

I declare under penalty of perjury that the foregoing is true and correct.

Dated this 18 day of July 2001.


Jon L. Grossman

STATE OF FLORIDA)
)SS
COUNTY OF)

The foregoing instrument was acknowledged before me this ____ day of July 2001 by _____ (name) who attests that the foregoing facts are true and correct. He is () personally known to me or () has produced _____ as identification.

Signature of Notary Public
State of _____

Print Commissioned Name

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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. ASSP Holdings, 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. Texas 3. 76-0615878
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 8/27/99 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Sept 99
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 12800 Aldine Westfield Rd. Houston Tx 77039
(Principal office address)
12800 Aldine Westfield Rd, Houston Tx 77039
(Current mailing address)
8. Holding Company
(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** accepted)
Name: Jon L Grossman
Office Address: 375 Hampton Lane
Key Biscayne, Florida 33149
(City) (Zip code)

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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.

Jon L Grossman
(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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Jon L Grossman

Address: 375 Hampton Lane
Key Biscayne FL 33149

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Jon L Grossman

Address: 375 Hampton Lane
Key Biscayne FL 33149

Vice President: _____

Address: _____

Secretary: Jon L Grossman

Address: (see above)

Treasurer: Jon L Grossman

Address: (see above)

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TALLAHASSEE, FLORIDA

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

13. Jon L Grossman

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Jon L Grossman, Pres.

(Typed or printed name and capacity of person signing application)



The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that
Articles of Incorporation of

ASSP HOLDINGS, INC.
File No. 1548813-00

were filed in this office and a certificate of incorporation was issued to this corporation,
and no certificate of dissolution is in effect and the corporation is currently in existence.

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TULAHASSEE, FLORIDA

*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
Austin, Texas on October 24, 2000.*



Elton Bomer
Secretary of State

DAE