

# F02000002114

## TRANSMITTAL LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: IBC Group, 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:

Kevin Sirop

(Name of Person)

IBC group, Inc.

(Firm/Company)

730 West McNab Road

(Address)

Ft. Lauderdale, FL 33309

(City/State and Zip code)

For further information concerning this matter, please call:

Kevin Sirop

(Name of Person)

at (954) 968-2333

(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

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

02 APR 26 AM 11:00  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*File per 8/11/04*  
*F02-2114*  
*AL*

LAW OFFICES OF  
**ARTHUR J. BERK**

848 BRICKELL AVENUE

SUITE 200

MIAMI, FLORIDA 33131

ADMITTED TO PRACTICE  
IN FLORIDA AND  
NORTH CAROLINA  
(INACTIVE)

TEL.: (305) 358-2050  
FAX: (305) 375-9428  
(305) 358-4916

February 19, 2002

Ms. Tammy Cline  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Fl 32399

via Federal Express

Re: IBC Group, Inc.  
Ref. Number W200008252

FILED  
02 APR 26 AM 11:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dear Ms. Cline:

My client, IBC Group, Inc., a Delaware corporation has asked me to respond to your letter to them of March 25, 2002.

They will adopt an alternate name for use in the State of Florida, and hereby request the name IBC Delaware Group, Inc., if the same is available, which sunbiz.org indicates it is.

With respect to the penalty outlined in your letter, I do not believe the amount is justified.

The Delaware corporation, IBC Group, Inc., was named "Formerly IBC Corporation" until January 15, 1998, upon which date it's name was changed, as shown by the enclosed certificate from the Office of the Secretary of State of Delaware.

Prior to that time, there was another Delaware corporation named IBC Group, Inc., which was dissolved on December 31, 1997, as shown by the enclosed certificate from the Office of the Secretary of State of Delaware. All of the outstanding stock of this corporation, prior to its dissolution, was owned by Ellman Enterprises, Inc., a Delaware corporation, and all of the Stock of Ellman Enterprises, Inc. was owned by Formerly IBC Corporation.

Thus, prior to December 31, 1997, Formerly IBC Corporation was only a passive holding company, with no activities other than owning the stock of Ellman Enterprises, Inc. Under these circumstances, I do not believe Formerly IBC Corporation was required to qualify to do business in the State of Florida.

On December 31, 1997 Ellman Enterprises was dissolved as well, as shown by the enclosed certificate from the Office of the Secretary of State of Delaware.

The dissolution of the previously existing IBC Group, Inc. was pursuant to a plan of liquidation by which all of its assets (after payment of any debts) were transferred to its stockholder, Ellman Enterprises, Inc.; and the dissolution of Ellman Enterprises, Inc. was pursuant to a plan of liquidation by which all of its assets (after payment of any debts) were transferred to its stockholder, Formerly IBC Corporation. For your reference, copies of the Plans of Liquidation adopted by IBC Group, Inc. and by Ellman Enterprises, Inc. are also enclosed.

It was only on this date, December 31, 1997, that Formerly IBC Corporation became an active corporation and should have qualified in the State of Florida.

Accordingly, the \$1000 per year penalty should not commence until January 1, 1998.

At the time of their dissolutions, I was the Secretary of both Formerly IBC Group, Inc. and Ellman Enterprises, and I am presently the Secretary of the corporation now named IBC Group, Inc.

I would appreciate your immediate advice as to the required amount to now be paid and your confirmation of the availability of the suggested name.

Upon receipt we will resubmit the document with the approved name together with the requested corporate resolution and fee.

We would like to do this prior to May 1 to avoid any additional penalties.

Very truly yours,

Arthur J. Berk  
ajb/sl

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
02 APR 26 AM 11:00

FILED



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

March 25, 2002

KEVIN SIROP  
730 WEST MCNAB ROAD  
FORT LAUDERDALE, FL 33309

SUBJECT: IBC GROUP, INC.  
Ref. Number: W02000008252

We have received your document for IBC GROUP, 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/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 \$12,915.00.

A brief description of the entity's nature of business must be included in the document.

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 (850) 245-6020.

Tammi Cline

OFFICE OF STATE  
CLERK, FLORIDA

02 APR 26 AM 11:00

FILED

Document Specialist

Letter Number: 302A00017685

FILED

02 APR 26 AM 11:00

SECRETARY OF STATE  
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. IBC Group, 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. Delaware  
(State or country under the law of which it is incorporated)
3. 59-2324762  
(FEI number, if applicable)
4. October 14, 1983  
(Date of incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. January 1, 1991  
(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. 730 West McNab Road, Ft. Lauderdale, FL 33309  
(Principal office address)  
730 West McNab Road, Ft. Lauderdale, FL 33309  
(Current mailing address)
8. general purpose  
(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: Kevin Sirop  
Office Address: 730 West McNab Road  
Ft. Lauderdale, Florida 33309  
(City) (Zip code)

02 APR 26 AM 11:00  
FILED  
SECRETARY OF STATE  
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.*

  
(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: J. Leon Ellman

Address: 730 West McNab Road  
Ft. Lauderdale, FL 33309

Vice Chairman: \_\_\_\_\_

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

Director: J. Leon Ellman

Address: 730 West McNab Road  
Ft. Lauderdale, FL 33309

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

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

B. OFFICERS

President: J. Leon Ellman

Address: 730 West McNab Road  
Ft. Lauderdale, FL 33309

Vice President: Neil Ellman

Address: 730 West McNab Road  
Ft. Lauderdale, FL 33309

Secretary: Arthur J. Berk


Address: 848 Brickell Avenue, Suite 200, Miami, FL 33131

Treasurer: Kevin Sirop

Address: 730 West McNab Road, Ft. Lauderdale, FL 33309

FILED  
02 APR 26 AM 11:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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. Kevin Sirop, Vice President, Treasurer  
(Typed or printed name and capacity of person signing application)

**ADDENDUM TO APPLICATION BY FOREIGN CORPORATION FOR  
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

Vice President: Lance Ellman  
730 West McNab Road  
Ft. Lauderdale, FL 33309

Vice President: Kevin Sirop  
730 West McNab Road  
Ft. Lauderdale, FL 33309

Vice President: Arthur J. Berk  
848 Brickell Avenue, Suite 200  
Miami, FL 33131

FILED

02 APR 26 AM 11:01

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



# Delaware

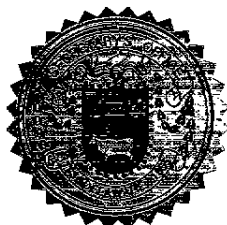
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## *The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "IBC GROUP, INC." 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 EIGHTH DAY OF MARCH, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

2019233- 8300

AUTHENTICATION: 1653931

020157230

DATE: 03-08-02