

FD2000 003434

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Clivus Multrum, 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:

Donald Mills
(Name of Person)
Clivus Multrum, Inc
(Firm/Company)
15 Union Street
(Address)
Lawrence, MA 01840

700005728687-7
-06/10/02--01060-012
*****78.75 *****78.75

00855-00734-0066-1
\$ 20,136.25
(City/State and Zip code)

For further information concerning this matter, please call:

1102-16907

Donald Mills at (978) 725-5591
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

*no penalties
per Gretchen
7-3-02*

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

*JB
7-3-02*

02 JUL - 3 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
APPROVED
AND
FILED



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 11, 2002

DONALD MILLS
CLIVUS MULTRUM, INC.
15 UNION ST.
LAWRENCE, MA 01840

SUBJECT: CLIVUS MULTRUM, INC.
Ref. Number: W02000016907

We have received your document for CLIVUS MULTRUM, INC. and your check(s) totaling \$78.75. 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 \$20,136.25.

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) 245-6025.

Trevor Brumbley
Document Specialist

Letter Number: 202A00038249

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TALLAHASSEE, FLORIDA

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AND
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RUBIN AND RUDMAN LLP

COUNSELLORS AT LAW

50 ROWES WHARF • BOSTON, MASSACHUSETTS 02110-3319

TELEPHONE: (617) 330-7000 • FACSIMILE: (617) 439-9556 • EMAIL: FIRM@RUBINRUDMAN.COM

William B. McDiarmid
Direct Dial: (617) 330-7112
E-mail: wmcdiarmid@rubinrudman.com

June 26, 2002

Trevor Brumbley
Document Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Dear Ms. Brumbley:

Re: Clivus Multrum, Inc. – Your reference number: W02000016907

Your letter (a copy is attached hereto) dated June 11, 2002 to Donald Mills of Clivus Multrum, Inc. ("CMI") has been forwarded to this firm for response. This firm acts as general counsel for CMI.

Section 607.1501(2) of the Florida Statutes lists several activities which do not constitute transacting business within the meaning of section 607.1501(1). These activities include the following:

- “(e) Selling through independent contractors.
- “(f) Soliciting or obtaining orders, whether by mail or through employees, agents or otherwise, if the orders require acceptance outside this state before they become contracts.
- “(i) Transacting business in interstate commerce.”

Section 607.1501(3) states that “The list of activities in subsection (2) is not exhaustive”.

We have been advised that from the date of its incorporation to the present, CMI has never had an office or an employee in Florida. All business conducted with persons in Florida has been conducted from CMI offices outside of Florida or, on a few occasions spread over an extended period of time, with an independent contractor in Florida. This independent contractor chose his own time and method of performing the services, spent only a few days worth of man hours in the aggregate, and at all times carried on a business unrelated to CMI and CMI's

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Trevor Brumbley
June 26, 2002
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business. All contracts entered into by CMI with persons in Florida must be approved by CMI personnel located outside of Florida.

All of CMI's activities related to Florida or persons therein fall within the activities listed in section 607.1501(2), including, specifically, the transaction of business in interstate commerce.

When Mr. Mills completed the "Application by Foreign Corporation for Authorization to Transact Business in Florida" (a copy is attached hereto, hereafter "Application"), he did not understand the legal definition of "transacting business" within the meaning of section 607.1501, did not consult section 607.1501, and did not consult with an attorney whether practicing in Florida or anywhere else. When Mr. Mills indicated on line 6 of the Application that CMI first did business in Florida 1984, he meant that this was the date of CMI's first sale to any person in Florida. That sale was a sale in interstate commerce.

On behalf of our client, I apologize for the confusion arising out of the entry on line 6 of the Application. Mr. Mills' entry of "1984" was simply an error in not understanding the legal definition of the term "transacting business". Mr. Mills should have indicated on line 6 that CMI will begin to transact business in Florida "upon qualification". Our client hereby seeks to amend the Application to delete the date "1984" from line 6 and to replace it with the words "upon qualification."

I trust the foregoing is satisfactory and that the Application can be amended and processed in its normal course. If you require a more formal amendment or a new Application or if you require any further information, please contact the undersigned.

Very truly yours,



William B. McDiarmid

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
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Enclosure

cc. Donald Mills
Matthew Berlin

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. Clivus Multrum 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. 132750527 (FEI number, if applicable)

4. 1972 (Date of incorporation) 5. perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. 1984 (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. 15 Union Street, Lawrence, MA 01840 (Principal office address)

15 Union Street, Lawrence, MA 01840 (Current mailing address)

8. Sales of environmental products (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: Donald Mills, SR.

Office Address: 617 Dorando Ct.

Marco Island, Florida 33937 (City) (Zip code)

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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.

Donald L. Mills (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: Abby A. Rockefeller

Address: 15 Union Street

Lawrence, MA 01840

Vice Chairman: _____

Address: _____

Director: Abby A. Rockefeller

Address: 15 Union Street

Lawrence, MA 01840

Director: Ann Partlow

Address: _____

B. OFFICERS

President: Abby A. Rockefeller

Address: 15 Union Street

Lawrence, MA 01840

Vice President: _____

Address: _____

Secretary: David A. Strawbridge

Address: 30 Rockefeller Plaza, New York, NY 10112

Treasurer: Richard N. Cataldo

Address: 30 Rockefeller Plaza, New York, NY 10112

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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. Abby A. Rockefeller, Chairman

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

Delaware

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The First State

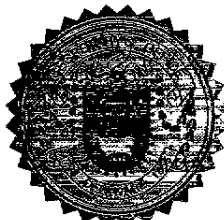
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CLIVUS MULTRUM, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTH DAY OF JUNE, A.D. 2002.

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

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

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SECRETARY OF STATE
DELAHASSSEE, FLORIDA

APPROVED
AND
FILED



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1814607

0790642 8300

020361555

DATE: 06-05-02