

F02000004312

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

200007009462--6
-08/09/02--01026--002
*****70.00 *****70.00

SUBJECT: PHILCO 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:

CRAIG T. GALLE, ESQ.

(Name of Person)

LAW OFFICE OF CRAIG T. GALLE

(Firm/Company)

11199 POLO CLUB ROAD

(Address)

WELLINGTON, FLORIDA 33414

(City/State and Zip code)

For further information concerning this matter, please call:

200007009462--6
-08/09/02--01026--002
*****70.00 *****70.00

CRAIG T. GALLE at (561) 798-7033

(Name of Person)

(Area Code & Daytime Telephone Number)

Name	STREET ADDRESS:	
Availability	Registration Section Division of Corporations	
Document Examiner	409 E. Gaines St. Tallahassee, FL 32399	
Updater	Enclosed is a check for the following amount:	
Updater Verifier	<input checked="" type="checkbox"/> \$70.00 Filing Fee DCC	<input type="checkbox"/> \$78.75 Filing Fee & Certificate of Status
Acknowledgement	DCC	
W. P. Verifier	DCC	

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

① do not send
transacted
business

☐ \$87.50 Filing Fee,
Certificate of Status &
Certified Copy

F02000004312

7 pages
NO20000023455

CRAIG T. GALLE
Attorney-At-Law

11199 Polo Club Road
West Palm Beach, Florida 33414

Tel: (561) 798-7033
Fax: (561) 798-7330

August 19, 2002

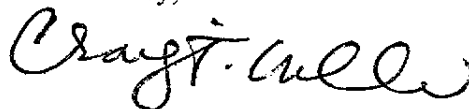
Diane Cushing
Florida department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: *Philco, Inc.*
Reference Number W02000023455

Dear Ms. Cushing:

Enclosed please find copies of the following: (1) your letter dated August 14, 2002; (2) the revised original application by foreign corporation for authorization to transact business in Florida; and (3) a corporate resolution of Philco, Inc. regarding using the name "Philco Canada, Inc." for purposes of its registration in Florida because of the existence of another company in Florida with the name "Philco, Inc." Thank you for your attention to this matter.

Sincerely,

A handwritten signature in black ink that reads "Craig T. Galle". The signature is written in a cursive, flowing style.

Craig T. Galle



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

August 14, 2002

CRAIG T. GALLE, ESQ.
11199 POLO CLUB ROAD
WELLINGTON, FL 33414

SUBJECT: PHILCO INC.
Ref. Number: W02000023455

We have received your document for PHILCO INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report/uniform business report fees due this office.)

Please be more specific on line 6. Is it 2001 or 2002?

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) 245-6913.

Diane Cushing
Corporate Specialist

Letter Number: 502A00048127

CORPORATE RESOLUTION OF
PHILCO, INC.

A special meeting of the Officers and the Board of Directors of Philco, Inc. (the "Company") was called and held on August 19, 2002.

The reading of the minutes from the last meeting was waived.

Phil Henning advised the meeting that the Company was in the process of applying to register as a foreign corporation for authorization to transact business in the State of Florida, U.S.A. (the "Application"). A discussion then ensued about the Company having submitted the Application to the Florida Department of State, Division of Corporations, and that the Application needs to be amended to reflect, *inter alia*, a different name for the Company because there is another company named "Philco Inc." in Florida. After a review of these issues and a discussion of the recommendation, upon motion duly made and unanimously adopted, it was:

RESOLVED, that it is in the best interests of the Company to adopt the name of "Philco Canada, Inc." for its use in connection with the Application and its authorization to transact business in Florida;

RESOLVED, that the Company's president is authorized and directed to amend the Application as needed to achieve this objective.

There being no further business, said meeting was adjourned.



Director



President

02 AUG 22 PM 1:13
FILED
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. PHILCO 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. ONTARIO, CANADA

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

3.

(FEI number, if applicable)

4. MAY 27, 1988

(Date of incorporation)

5.

PERPETUAL

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

6. ~~2001~~ 2002 "UPON QUALIFICATION"

(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. 1961 ALPS ROAD, CAMBRIDGE, ONTARIO CANADA N1R 5S5

(Principal office address)

SAME

(Current mailing address)

8. CONSTRUCTION & DEVELOPMENT

(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: CRAIG T. GALLE

Office Address: 11199 POLO CLUB ROAD

WELLINGTON

(City)

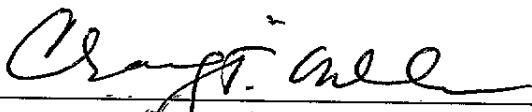
Florida

33414

(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.


(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.

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: PHIL HENNING

Address: 1961 ALPS ROAD, CAMBRIDGE, ONTARIO, CANADA N1R 5S5

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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02 AUG 22 PM 1:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. OFFICERS

President: PHIL HENNING

Address: 1961 ALPS ROAD, CAMBRIDGE, ONTARIO, CANADA N1R 5S5

Vice President: _____

Address: _____

Secretary: PHIL HENNING

Address: SEE ABOVE

Treasurer: _____

Address: _____

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. Phil Henning, President

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

Request ID: 004480584
Demande n°:
Transaction ID: 18856903
Transaction n°:
Category ID: CT
Catégorie:

Province of Ontario
Province de l'Ontario
Ministry of Consumer and Commercial Relations
Ministère de la Consommation et du Commerce
Companies Branch
Direction des compagnies

Date Report Produced: 2002/08/07
Document produit le:
Time Report Produced: 14:15:41
Imprimé à:

Certificate of Status Certificat de statut

This is to certify that according to the
records of the companies branch

Je certifie par les présentes que, conformément
aux dossiers de la Direction des compagnies,

PHILCO INC.

Ontario Corporation No.

Numéro matricule de la personne morale en Ontario

000773501

is a corporation incorporated,
amalgamated or continued under
the laws of the Province of Ontario.

est constituée, fusionnée ou prorogée en vertu
des lois de la province de l'Ontario.

The corporation came into existence on

La personne morale a été fondée le

MAY 27 MAI, 1988

and has not been dissolved.

et n'a pas été dissoute.

Dated

Fait le

AUGUST 07 AOÛT, 2002

Director (A)
Directrice intérimaire

The issuance of this certificate in electronic form is authorized by the Director of Companies Branch.
La délivrance du présent certificat sous forme électronique est autorisée par la Directrice de la Direction des compagnies.

FILED
02 AUG 22 PM 1:13
SECRETARY OF STATE
ALLIANCE FLORIDA