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F020000004578

August 12, 2002

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

100007104411--8
-08/14/02--01024--007
*****78.75 *****78.75

Re: Cleator Corporation

Dear Sir/Madam:

Enclosed please find for filing with the Division of Corporations:

- 1) Transmittal Letter;
- 2) Application by Foreign Corporation for Authorization to Transact Business in Florida;
- 3) Certificate of Status; and
- 4) A check in the amount of \$78.75 made payable to the Division of Corporations.

W002-23607

I trust the enclosed materials are sufficient to register Cleator Corporation to transact business in Florida. Should any further action on our part be required, please contact the undersigned at the above address. Thank you for your consideration. With kindest regards, I remain,

Sincerely,

Earnest DeLoach, Jr.
Earnest DeLoach, Jr.

FILED
02 SEP -6 PM 3:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EAD:knj
Enclosures

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Cleator Corporation
(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:

V. Frederic Lyon, Esq.
(Name of Person)

Lyon Kirwin Norris
(Firm/Company)

338 W. Morse Blvd., Ste. 150
(Address)

Winter Park, FL 32789
(City/State and Zip code)

For further information concerning this matter, please call:

V. Frederic Lyon at (407) 740-6600
(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

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

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02 SEP 86 PM 3:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

August 15, 2002

EARNEST DELOACH, JR.
338 W. MORSE BLVD.
SUITE 150
WINTER PARK, FL 32789

SUBJECT: CLEATOR CORPORATION
Ref. Number: W02000023607

FILED
02 SEP -6 PM 3:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for CLEATOR CORPORATION 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 \$23166.25.

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) 245-6094.

Agnes Lunt
Document Specialist

Letter Number: 102A00048353



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Bruce A. Norris
James C. Washburn

August 22, 2002

Agnes Lunt
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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02 SEP -6 PM 3:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: W02000023607 – Cleator Corporation

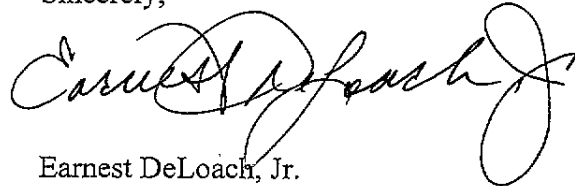
Dear Ms. Lunt:

Enclosed please find a sworn Affidavit regarding erroneous information in the above-referenced foreign corporation's application to do business in the state of Florida. As detailed in the Affidavit, Cleator Corporation's previous business activities in the state of Florida did not constitute "transacting business" pursuant to Section 607.1501, *Florida Statutes* (2002).

On behalf of Cleator Corporation, I apologize for any inconvenience caused by the erroneous information. I trust, based on the enclosed affidavit, any misinformation is now clarified and the Department of State may go forward with the processing of Cleator Corporation's application for registration.

Should you have any questions or concerns concerning these documents, please do not hesitate to contact me. With kindest regards, I remain,

Sincerely,



Earnest DeLoach, Jr.

EAD:knj

Enclosure

cc: V. Frederic Lyon, Esq.

AFFIDAVIT TO FLORIDA DEPARTMENT OF STATE – DIV. OF CORPORATIONS

STATE OF FLORIDA
COUNTY OF ORANGE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Before me, the undersigned authority personally appeared Earnest DeLoach, Jr., who being duly sworn, says:

1) I am an attorney with the law firm of Lyon Kirwin Norris, P.A., located in Winter Park, Florida and I have personal knowledge of the facts contained herein.

2) Cleator Corporation was registered as a corporate entity in the state of California in 1980.

3) In 1981, Cleator Corporation initiated business activities and interstate commerce with entities based in the state of Florida. Pursuant to Florida Statutes 607.1501(i), transacting business in interstate commerce does not constitute "doing business" within the meaning of the statute so as to necessitate registration with the state of Florida as a foreign corporation.

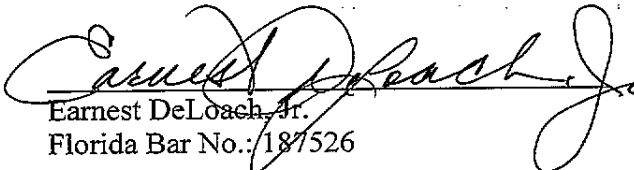
4) On August 12, 2002, Cleator Corporation submitted its application to the Florida Department of State-Division of Corporations to register as a foreign corporation doing business in the state of Florida. In its application, Cleator Corporation's president, Robert Cleator, mistakenly indicated that Cleator Corporation began "doing business" (according to the common definition of the phrase rather than the specific statutory definition of the phrase) in 1981.

5) In actuality, because the transactions took place in interstate commerce, Cleator's activities in the state of Florida since 1981 do not constitute "doing business" within the meaning of Section 607.1501. Therefore, the civil penalty fees authorized by the statute do not apply.

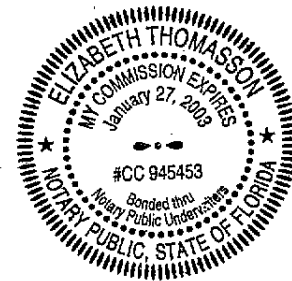
6) I am an attorney licensed to practice in the state of Florida, having been admitted into The Florida Bar in 1999.

7) I engage in the practice of commercial litigation, and am familiar with transactions in interstate commerce.

FURTHER AFFIANT SAYETH NAUGHT.


Earnest DeLoach, Jr.
Florida Bar No.: 187526

STATE OF FLORIDA
COUNTY OF ORANGE



Sworn to and subscribed before me this 22 day of August, 2002.

Elizabeth Thomasson

Signature of Notary Public
State of Florida

Elizabeth Thomasson

Print, Type or Stamp
Commissioned Name/Notary Public

Personally Known X

Produced Identification _____

Type of Identification Produced _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

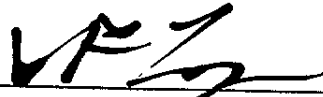
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*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. Cleator Corporation
(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. California 3. 95-3549335
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. October 2, 1980 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 1981
(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. 8725 Production Avenue, San Diego, CA 92121
(Principal office address)
same as above
(Current mailing address)
8. Sale of wood office furniture
(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: V. Frederic Lyon
Office Address: 338 W. Morse Blvd., Ste. 150
Winter Park, Florida 32789
(City) (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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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: Robert K Cleator, Jr.

Address: 8725 Production Ave, San Diego, CA 92121

Vice Chairman: _____

Address: _____

Director: Jim Bowden

Address: 8725 Production Ave, San Diego, CA 92121

Director: Terry Tauscher

Address: 8725 Production Ave, San Diego, CA 92121

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. OFFICERS

President: Robert K Cleator, Jr.,

Address: 8725 Production Ave, San Diego, CA 92121

Vice President: _____

Address: _____

Secretary: Jim Bowden

Address: 8725 Production Ave, San Diego, CA 92121

Treasurer: _____

Address: _____

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

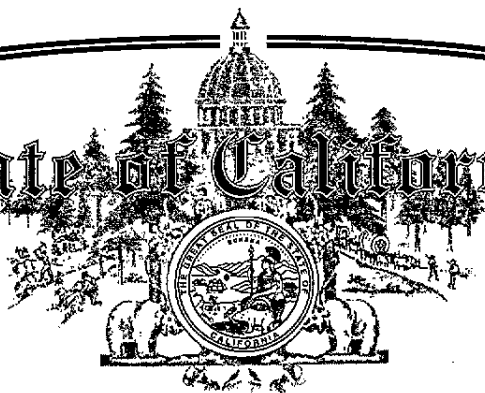
13. *RK Cleator*

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

14. Robert K Cleator Jr. President

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

State of California



SECRETARY OF STATE CERTIFICATE OF STATUS DOMESTIC CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the **3RD day of OCTOBER, 1980, CLEATOR CORPORATION** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal
of the State of California this day
of August 6, 2002.



Bill Jones
BILL JONES
Secretary of State