

F03000000885

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

2/18/03 FOR CORP

CUS

SUBJECT: Crows Nest Entertainment, Inc.

(Name of corporation - must include suffix)

Dear Sir or Madam:

00855-00734-02963

MJH

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:

Thomas G. Morton

(Name of Person)

W01-7479

Crows Nest Entertainment, Inc.

(Firm/Company)

600003932576--0

04/02/01-01006-001

*****78.75 *****78.75

103 - 118th Avenue SE, Suite 200

(Address)

Bellevue, WA 98005

(City/State and Zip code)

For further information concerning this matter, please call:

Thomas G. Morton

(Name of Person)

at (425) 709-6137 x105

(Area Code & Daytime Telephone Number)

(425) 460-5105

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

03 FEB 13 PM 4:01
FILED
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 3, 2001

THOMAS G. MORTON
CROWS NEST ENTERTAINMENT, INC.
103-118TH AVENUE SE, SUITE 200
BELLEVUE, WA 98005

SUBJECT: CROWS NEST ENTERTAINMENT, INC.
Ref. Number: W01000007479

We have received your document for CROWS NEST ENTERTAINMENT, 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 \$2,300.00.

Please return 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) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 601A00019829



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 20, 2001

THOMAS G. MORTON
CROWS NEST ENTERTAINMENT, INC.
103-118TH AVENUE SE, SUITE 200
BELLEVUE, WA 98005

SUBJECT: CROWS NEST ENTERTAINMENT, INC.
Ref. Number: W01000007479

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 CROWS NEST ENTERTAINMENT, INC..

The referenced application states that the corporation has transacted business in the State of Florida since November 16, 1999. You were notified by letter dated April 3, 2001, that because of failure to obtain a certificate of authority prior to transacting business in the State of Florida, the corporation is liable for \$2300.00 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. 601A00037447

Enclosure



FLORIDA DEPARTMENT OF STATE
Ken Detzner
Secretary of State

January 10, 2003

THOMAS G. MORTON
CROWS NEST ENTERTAINMENT, INC.
103-118TH AVENUE SE, SUITE 200
BELLEVUE, WA 98005

SUBJECT: CROWS NEST ENTERTAINMENT, INC.
Ref. Number: W01000007479

**CERTIFIED MAIL #7000 1530 0000 2407 8612 RETURN RECEIPT
REQUESTED**

This is the Department of State's third request for information to establish the date CROWS NEST ENTERTAINMENT, INC. first transacted business in Florida. Failure to respond to this letter may result in legal action against the entity pursuant to Sections 607.0130(3) and 607.1502(4)/617.0131(3) and 617.1502(4)/608.502(4), Florida Statutes (copies enclosed).

Based upon information provided by the Florida Department of Revenue, it appears that CROWS NEST ENTERTAINMENT, INC. has transacted business in Florida since November 16, 1999.

If erroneous information was listed on the application or the date the entity began conducting its affairs in Florida falls under an enumerated exemption provided for in Section 607.1501/617.1501/608.501, Florida Statutes (applicable copy enclosed), an affidavit to clarify this discrepancy must be sent to this office.

Until this office is notified otherwise, penalties and fees in the amount of \$2300.00 are now due. To avoid further penalty, either payment or an affidavit must be remitted within 45 days of receipt of this letter. Please make your check payable to the Department of State and send it to the address indicated below. If you have any questions regarding this matter, please telephone (850) 245-6051.

I look forward to your response.

Sincerely,

Gerard T. York, Assistant General Counsel

Enclosures Letter No. 203A00001485

York, Gerard

From: Tadlock, Brenda
Sent: Friday, February 14, 2003 12:57 PM
To: York, Gerard
Subject: CROWS NEST ENTERTAINMENT, INC.

Gerry:

Please call Thomas Norton at 425-460-5105 re: the above FNQ.

#1 - He's upset about having to pay the \$2,300 we requested in our letter dated 1/10/03.

#2 - Now that we have amended our office policy, he's really upset about having to pay the new total of \$4,600.

#3 - He's not sure if he is transacting business or not.

**: no actual presence. Seattle
Spokane*

#4 - He did not come forth voluntarily. He showed up on the DOR tape and received our blue form.

#5 - I tried to get him to write you a letter explaining why he felt the DOS should reduce the penalty fees due, but he wanted to speak with you first.

blt

P.S. I will be faxing the file to you momentarily.

2001

AV Systems?

*Applied in all 45
States w/ sales
tax...*

Independent Contractors

FEB-14-2003 FRI 01:52 PM CNE

FAX NO. 4257096137

P. 01

103 - 118TH Ave. SE, Suite 200, Bellevue, WA 98005
Phone: 425-709-6137 Ext. 105
Fax: 425-709-6151

**Crows Nest
Entertainment, Inc.**

Fax

To: Mr. Gerard T. York
Assistant General Counsel
State of Florida

From: Tom Morton

Fax: 850-245-6125

Pages: 3

Phone: 850-245-6514

Date: 2/14/03

Re: Certificate of Authority

Letter enclosed.



Crows Nest Entertainment, Inc.

February 14, 2003

VIA FACSIMILE: 850-245-6125

Mr. Gerard T. York
Assistant General Counsel
Florida Department of State
Tallahassee, Florida

Re: Your Ref. Number: W01000007479

Dear Mr. York:

I am writing to confirm our telephone conversation today with respect to your letter addressed to me of January 10, 2003, a copy of which is enclosed. In our telephone conversation, you and I discussed a number of topics related to the types of activities, which constitute transacting business in Florida for purposes of obtaining a certificate of authority. I advised you of the following with respect to Crows Nest Entertainment, Inc. ("CNE"):

- CNE's principal business activity is installation and design of audio/video systems for businesses.
- CNE has offices located in Bellevue, Washington and Spokane, Washington.
- CNE has never had any offices or employees located in Florida.
- CNE installs and services audio/video systems in Florida by subcontracting with independent audio/video contractors located in Florida.

You advised me that, after your review of this letter, you will either (i) issue a Certificate of Authority to CNE, prospectively, or (ii) contact me for additional information. My direct line telephone number is 425-460-5105, my fax number is 425-709-6151, and my email address is tommm@cneemail.com.

Thank you for your assistance with this matter.

Very Truly Yours,

CROWS NEST ENTERTAINMENT, INC.

A handwritten signature in dark ink, appearing to read "Thomas G. Morton". The signature is fluid and cursive, with the first name "Thomas" and last name "Morton" clearly distinguishable.

Thomas G. Morton
Executive Vice President - Finance



Department of State

Memorandum Office of the General Counsel

TO: File

FROM: Gerard York, Assistant General Counsel

DATE: February 18, 2003

RE: Crows Nest Entertainment, Inc.

Based on my review of the file and the information received from the corporation, it is my recommendation that this file be closed. Corporation erroneously represented on its April 2, 2001 application it had transacted business in Florida since 1999, notwithstanding the fact its activities do not come within the definition of "transacting business" under section 607.1501, Florida Statutes. Accordingly, no penalties or past annual report fees are due. Corporation wishes to be qualified to do business in the State of Florida. Accordingly, it is recommended that corporation be issued a certificate of authority.

/gty

**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. Crows Nest Entertainment, 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. Washington

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

3. 91-1623428

(FEI number, if applicable)

4. 01/06/94

(Date of incorporation)

5. Perpetual

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

6. 11/16/99

(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. 1229 W. First Ave, Spokane, WA 99201

(Principal office address)

1229 W. First Ave, Spokane, WA 99201

(Current mailing address)

8. Audio/video Systems installation and design.

(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: C T ~~XXX~~ Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324

(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.

See attached "Consent to Serve 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.

FILED
03 FEB 18 PM 4:01
TALLAHASSEE FLORIDA

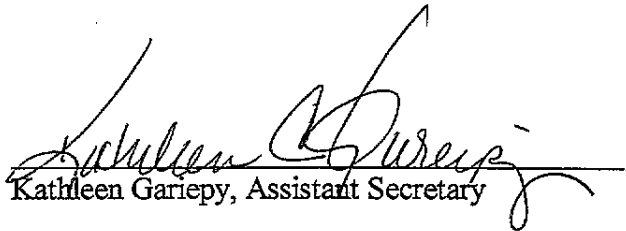
CONSENT TO SERVE AS REGISTERED AGENT

C T Corporation System, c/o C T Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324 does hereby consent to serve as Registered Agent for the following company:

Crows Nest Entertainment, Inc.

We understand that as the agent, it will be our responsibility to receive service of process; to forward all mail; and to immediately notify the Office of the Secretary of State in the event of our resignation, or of any changes in the Registered Office address.

DATED this 26th day of January, 2001


Kathleen Gariepy, Assistant Secretary

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

A. DIRECTORS

SEE ATTACHMENT

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

SEE ATTACHMENT

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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. Thomas G. Morton, Executive Vice President - Finance

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

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

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

A. Directors

James D. Wessels, Chairman
1229 W. First Avenue
Spokane, Washington 99201

Patrick E. Stimpson
1229 W. First Avenue
Spokane, Washington 99201

David M. Whitaker
103 - 118th Avenue SE, Suite 200
Bellevue, Washington 98005

Thomas G. Morton
103 - 118th Avenue SE, Suite 200
Bellevue, Washington 98005

B. Officers

James D. Wessels, President
1229 W. First Avenue
Spokane Washington 99201

Patrick E. Stimpson, Executive Vice President
1229 W. First Avenue
Spokane, Washington 99201

David M. Whitaker, Executive Vice President
103 - 118th Avenue S.E., Suite 200
Bellevue, Washington 98005

Thomas G. Morton, Executive Vice President, Secretary and Treasurer
103 - 118th Avenue S.E., Suite 200
Bellevue, Washington 98005

STATE of WASHINGTON



SECRETARY of STATE

I, RALPH MUNRO, Secretary of State of the State of Washington and custodian of its seal,
hereby issue this

CERTIFICATE OF EXISTENCE/AUTHORIZATION

OF

CROWS NEST ENTERTAINMENT, INC.

I FURTHER CERTIFY that the records on file in this office show that the
above named profit corporation was formed under the laws of the
State of Washington and was issued a Certificate of Incorporation
in Washington on January 6, 1994.

I FURTHER CERTIFY that as of the date of this certificate, no Articles of Dissolution
have been filed, and that the corporation is duly authorized to
transact business in the corporate form in the State of Washington.



Date: January 3, 2001

Given under my hand and the Seal of the State
of Washington at Olympia, the State Capital

sm

Ralph Munro, Secretary of State

A handwritten signature of Ralph Munro is written over a horizontal line. The signature is in cursive and appears to read "Ralph Munro".