

# F03000001334

## TRANSMITTAL LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: SHISEIDO INTERNATIONAL 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:

DAVID E. FRIEDMAN, ESQ.

(Name of Person)

(Firm/Company)

100 TOKENEKE ROAD

(Address)

DARIEN, CONNECTICUT 06820

(City/State and Zip code)

For further information concerning this matter, please call:

David E. Friedman

(Name of Person)

at ( 203 ) 656-7935

(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

855/194/672  
(1/1/98) 4,600

Penalty  
2,000.00  
AR 600.00

TAX	
F	<input checked="" type="checkbox"/> \$87.50 Filing Fee
R	Certificate of Status &
C	Certified Copy
T	
R	
S	THE DUE
R	AND

FILED  
03 MAR 12 AM 10:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

W02-7934



Shiseido International Corporation  
178 Bauer Drive, Oakland, NJ 07436-3105 • Tel: (201) 337-3750

January 14, 2003

Florida Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

FILED  
03 MAR 12 10:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: Shiseido International Corp.  
Reference # W02000007934

Dear Sir or Madam:

We are in receipt of your letters dated March 21, 2002 and January 7, 2003 (copies enclosed) regarding our application to transact business in Florida. The letters state that we are being denied the privilege to transact business in the state of Florida since we have not obtained a certificate of authority to do so.

We are in agreement with the assessment in terms of the annual report fees of \$600.00.

However, with regard to the penalties assessed in the amount of \$4,000.00, we respectfully request the penalties be abated for reasonable cause. Kindly understand that we were not informed by our outside accounting firm, who has been filing our tax return in the state of Florida, that we had to obtain a certificate of authority to transact business in the state, thus should be filing annual reports.

The foregoing facts support that Shiseido International Corp.'s failure to file for the certificate of authority was not due to intentional disregard of the corporation's filing responsibilities or willful neglect, but due to administrative oversight. Accordingly, we request that the penalties be abated and a revised assessment be computed to remove such penalties.

Kindly accept our check in the amount of \$600 for the annual report fees.

Moreover, Shiseido International Corp. has been experiencing a vast amount of turnover in the past year. I am new to this organization also. Therefore, please accept our apologies for the late response to the letters and any inconveniences this may have caused. We are working on developing better processes.

Thank you in advance for your understanding and attention to this matter. Should you have any questions or concerns, please feel free to contact me at 201-651-3810.

Best Regards,

Toni-Anne Del Negro  
Director of Taxes

Enclosures



Shiseido International Corporation  
178 Bauer Drive, Oakland, NJ 07436-3105 • Tel: (201) 337-3750

March 7, 2003

Mr. Gerard York, Assistant General Counsel  
Office of General Counsel  
119 The Collins Building  
107 West Gaines Street  
Tallahassee, FL 32399-0250

Re: Shiseido International Corp.  
FEID: 13-3480646

Dear Gerry,

As per our verbal agreement, enclosed please find a check in the amount of \$2,000.00 for the penalties imposed for the above-named corporation's noncompliance with regard to the Annual Reports for the years 1998 through 2002.

Should you have any questions, please feel free to contact me at 201-651-3810.

Thank you for your time and patience regarding this issue.

Sincerely,

A handwritten signature in cursive script, reading 'Toni-Anne Del Negro'.

Toni-Anne Del Negro  
Director of Tax

Enclosures



**FLORIDA DEPARTMENT OF STATE**  
**Kenneth Detzner**  
**Secretary of State**  
**OFFICE OF THE GENERAL COUNSEL**

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**FACSIMILE TRANSMITTAL**

**TO FAX NUMBER: 201-337-8007**

**Please deliver the following pages to:**

**NAME: Toni-Anne Del Negro**

**COMPANY: RE: Shisheido International Corp.**

**CITY/STATE: Oakland, New Jersey**

**SENDER: Gerard T. York, Esq.,**  
**Assistant General Counsel**

**DATE/TIME: 02/10/03 3:27 PM**

**NUMBER OF PAGES (including transmittal sheet):2**

**FROM FAX: 850/245-6125**

**COMMENTS: This communication is in response to your letter dated January 14, 2003 and our conversation today regarding annual report fees and statutory penalties which would be assessed against Shiseido International Corp. under section 607.1502(4), Florida Statutes.**

**We would offer to settle the issue of annual report fees and foreign non-qualified penalties from Shiseido International Corp., for the sum of \$2000.00, reflecting penalties from 1998 of \$2000.00 assessed at the statutory minimum of \$500.00 per year. This offer remains in effect until April 18, 2003.**

Upon completion of the application and receipt of a check in that amount payable to the Department of State, Division of Corporations, I will instruct the Division of Corporations to issue Shiseido a Certificate of Authority to transact business in Florida. Please mail the check to this attorney at: Office of General Counsel, 119 The Collins Building, 107 West Gaines Street, Tallahassee, Florida 32399-0250.

Please do not hesitate to contact me at 850-245-6514 should you have any questions.

**107 WEST GAINES STREET • 119 THE COLLINS BUILDING  
• TALLAHASSEE, FLORIDA 32399-0250**

TO: Gerry York, General Counsel's Office  
FROM: Gretchen S. Harvey, Registration Section  
DATE: February 4<sup>th</sup>, 2003  
SUBJECT: SHISEIDO INTERNATIONAL CORP.  
REFERENCE: W02000007934

Pursuant to Ms. Del Negro's letter of January 14<sup>th</sup>, the attached documents and correspondence are being forwarded to you for appropriate handling.

Please note the attached documents appear to meet the filing requirements stipulated in Chapter 607, Florida Statutes, with the exception of any penalty or annual report fees that may be due this office.

Should you have any further questions concerning this matter, please do not hesitate to get in touch.

/gsh

LM 2/9/03  
Toni-Anne Del Negro  
\$33 million  
(204)-337-8007



# *Department of State*

## *Memorandum Office of the General Counsel*

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TO: File

FROM: Gerard York, Assistant General Counsel

DATE: March 11, 2003

RE: Shiseido International Corp.

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Based on my review of the file and the payments received from the corporation, it is my recommendation that this file be closed. Corporation has paid outstanding report fees from 1998 of \$600.00 and foreign non-qualified penalties of \$2,000.00 assessed at the statutory minimum of \$500.00 per year. Corporation wishes to be qualified to do business in the State of Florida. Accordingly, it is recommended corporation be issued a certificate of authority.

/gty



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

March 21, 2002

DAVID E FRIEDMAN, ESQ  
100 TOKENEKE RD  
DARIEN, CT 06820

SUBJECT: SHISEIDO INTERNATIONAL CORPORATION  
Ref. Number: W02000007934

We have received your document for SHISEIDO INTERNATIONAL 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:

Based upon information provided by the Florida Department of Revenue, pursuant to section 213.053(14), Florida Statutes, it appears that SHISEIDO INTERNATIONAL CORPORATION has transacted business in Florida prior to submitting an "Application for Authority to Transact Business in Florida". The information received from the Florida Department of Revenue indicates January 1, 1998, as the initial date of transacting business in the State of Florida.

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 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 \$4,600.00.

If you have any questions concerning the filing of your document, please call (850) 245-6097.

Lakysha Francis  
Document Examiner

Letter Number: 402A00016945





FLORIDA DEPARTMENT OF STATE  
Ken Detzner  
Secretary of State

January 7, 2003

DAVID E FRIEDMAN, ESQ  
100 TOKENEKE RD  
DARIEN, CT 06820

SUBJECT: SHISEIDO INTERNATIONAL CORPORATION  
Ref. Number: W02000007934

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 SHISEIDO INTERNATIONAL CORPORATION.

The referenced application states that the corporation has transacted business in the State of Florida since January 1, 2000. You were notified by letter dated March 21, 2002, that because of failure to obtain a certificate of authority prior to transacting business in the State of Florida, the corporation is liable for \$4600.00 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.

Diane Cushing  
Corporate Specialist      Letter No. 403A00000824

Enclosure

**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. SHISEIDO INTERNATIONAL 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. DELAWARE 3. 13-3480646  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. AUGUST 11, 1988 5. PERPETUAL  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 2000  
(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. 178 BAUER DRIVE, OAKLAND, NEW JERSEY 07436  
(Principal office address)
- (Current mailing address)
8. To engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware.  
(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: CT CORPORATION SYSTEMS
- 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.*



(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 MAR 12 AM 10:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: Mr. Isao Isejima

Address: 900 Third Avenue  
New York, New York 10022

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

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

Director: Mr. Nobuo Takahashi

Address: 178 Bauer Drive, Oakland New Jersey 07436

Director: Mr. Tatsuya Toda

Address: 178 Bauer Drive, Oakland, New Jersey 07436

FILED  
03 MAR 12 AM 10:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. OFFICERS

President: Mr. Nobuo Takahashi

Address: 178 Bauer Drive, Oakland, New Jersey 07436

Vice President: Mr. Brian Liston

Address: 178 Bauer Drive, Oakland, New Jersey 07436

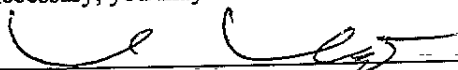
Secretary: Mr. Tatsuya Toda

Address: 178 Bauer Drive, Oakland, New Jersey 07436

Treasurer: Mr. Nobuo Takahashi

Address: 178 Bauer Drive, Oakland, New Jersey 07436

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. Mr. Isao Isejima  
(Typed or printed name and capacity of person signing application)

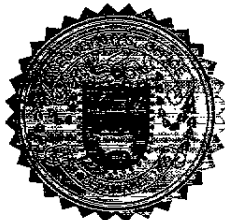
# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SHISEIDO INTERNATIONAL CORPORATION" 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 FIFTEENTH DAY OF JANUARY, A.D. 2002.

FILED  
03 MAR 12 AM 10:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

2169261 8300

020027233

AUTHENTICATION: 1560287

DATE: 01-15-02