

F03000001584**TRANSMITTAL LETTER**To: Registration Section
Division of CorporationsSUBJECT: TD SYSTEMS, INC., dba CORDES AIRCRAFT
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Author
"Certificate of Existence", and check are submitted to register
transact business in Florida.500005361605--3
-04/29/02--01013--002
*****87.50 *****87.50

Please return all correspondence concerning this matter to the following:

THERÈSE DUVALL

(Name of Person)

TD SYSTEMS, INC., dba CORDES AIRCRAFT

(Firm/Company)

8710 AIRPORT BOULEVARD

(Address)

LEESBURG, FL 34788

(City/State/Zip)

500005361605
04/02/03--01009--019 **1882.50

Should you need to call someone concerning this matter, please call:

500005361605
03/05/03--01055--002 **1882.50THERÈSE DUVALL at (352) 326-3899

(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 32314PF \$2,500.00
CLR Fees: 1265.00

Name	Registration Section
Availability	Division of Corporations
Document	409 E. Gaines St.
Examiner	Tallahassee, FL 32399
Enclosed is a check for the following amount:	
<input type="checkbox"/> \$70.00 Filing Fee	<input type="checkbox"/> \$78.75 Filing Fee & Certificate of Status
<input type="checkbox"/> \$78.75 Filing Fee & Certificate of Status	<input type="checkbox"/> \$78.75 Filing Fee & Certified Copy
<input checked="" type="checkbox"/> \$87.50 Filing Fee, Certificate of Status & Certified Copy	
Document	DCC
Examiner	DCC
Document	DCC
Examiner	DCC

TALLAHASSEE, FL
DIVISION OF CORPORATIONS
03 MAR 11 PM 3:53
FILED① Penalty
② need original
③ object must sign
④ need resolution.4020000012956
789,304,547,1042 2853,672
(8,113.00)

McCRUM and ASSOCIATES, INC.
507 SAN SEBASTIAN PRADO
ALTAMONTE SPRINGS, FL. 32714-2236

December 31, 2002

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

Dear Ms. Cushing,

Pursuant to our telephone conversation, I am writing to you to explain the situation surrounding the fines pending for T.D. Systems, Inc., d/b/a Cordes Aircraft. We are enclosing a copy of your letter to us.

When I first became associated with Cordes Aircraft and the owner, John Cordes, (not certain of first date), I was astounded to find out they had not registered their foreign corporation in the State of Florida. I had them file immediately with you but the first filing was returned to them in its entirety which mistakenly led them to conclude that the filing had been accepted for some other reason and was set aside. I was unaware of the return of the papers.

When they advised me, I had them file again and we realized that the filing that had taken place in the past had been by and for another company named T. D. Systems, Inc. (we were quite surprised to find out another company with such an unusual name - but that apparently was the mixup from the first filing made by Cordes Aircraft)

At any rate, the second filing to register the company was rejected and is being held until fines are taken care of. The fines arose because the company had been doing business in Florida and was not registered as a foreign corporation. The owner made no attempt to cloud the issue by shortening the period he had been operating in Florida. He indicated the correct date on the filing papers.

I realize it is the responsibility of the corporation to make the filings. But, as I mentioned above, I was astounded that Cordes' prior accounting firm had not advised the owners that they had to file in Florida. Though the responsibility to do so is the corporation's, it is quite frankly, the fault of their prior firm that no filing had taken place.

Having to pay a fine of \$8,115.00 would be a considerable (and

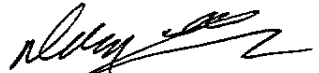
overwhelming) hardship on the company. They just recently managed to achieve a bottom line "in the black", but such a huge fine would be a great hindrance to the continuance of their operation. Can you possibly alleviate this burden for them by forgiving the fines for the years when Bauman, et al (the Tampa accountants) did not assure of proper filings? Could you reduce the penalty in any amount? Can you forgive the entire penalty with the promise that filings will be made promptly henceforth. (The filings were made in 2001 and 2002 but for various reasons were not accepted as outlined above.)

We assure you that the owner did not intentionally ignore the filing requirement - though his ignorance of the necessity may not excuse him. Immediately when I advised him, he filed that same month 2 years ago. The prior accountants are really to blame.

We will appreciate any thing you can do to alleviate the problem for Cordes Aircraft and the owner, John Cordes. Thank you in advance for any consideration you can give this request.

Sincerely,

McCrum and Associates, Inc.



Don P. McCrum, Sr.

DPM/ms

cc: John Cordes

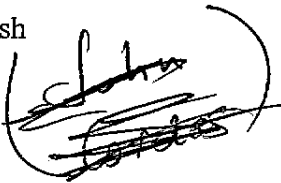
TO: Gerry York, General Counsel's Office
FROM: Gretchen S. Harvey, Registration Section
DATE: January 17th, 2003
SUBJECT: T D SYSTEMS, INC.
REFERENCE: W02000012956

Pursuant to Mr. Crum's letter of December 31st, 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



407-862-7766 Dan McCrom

\$250,000 GR

AR! \$1265.⁰⁰ : 1995
FNQ Penalties 2500.⁰⁰
\$3,765.⁰⁰

FAX (407)-865-5877



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

F A C S I M I L E T R A N S M I T T A L

TO FAX NUMBER: 407-865-5877

Please deliver the following pages to:

NAME: Don P. McCrum, Sr.

RE: COMPANY: T. D. Systems, Inc., d/b/a Cordes Aircraft

CITY/STATE: Leesburg, Florida

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

DATE/TIME: 01/23/03 9:33 AM

NUMBER OF PAGES (including transmittal sheet): 2

FROM FAX: 850/245-6125

COMMENTS: This communication is in response to our conversation today regarding annual report fees and statutory penalties which would be assessed against T. D. Systems, Inc., under section 607.1502(4), Florida Statutes, based upon its April 29, 2002 application.

We would offer to settle the issue of annual report fees and foreign non-qualified penalties from T. D. Systems, Inc., Inc. for the sum of \$3,765.00, reflecting annual report fees from 1995 of \$1,265.00 and penalties in a lump sum of \$2,500.00 assessed. This offer is extended solely for the purposes of avoiding litigation and remains in effect until April 1, 2003.

Upon completion of the application and receipt of a check in the amount of \$3,765.00 payable to the Department of State, Division of Corporations, I will instruct the Division of Corporations to issue T. D. Systems, Inc., a Certificate of Authority to transact business in Florida. Please mail the check to this attorney at: Office of General Counsel, 107 West Gaines Street, 119 The Capitol, 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**



Department of State

Memorandum Office of the General Counsel

TO: File

FROM: Gerard York, Assistant General Counsel

DATE: March 28, 2003

RE: T. D. Systems, Inc.

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 1995 of \$1,265.00 and foreign non-qualified penalties of \$2,500.00 assessed in a lump sum to avoid litigation. Corporation wishes to transact business in the State of Florida. Accordingly, it is recommended the Division's records indicate this entity is authorized to transact business in Florida.

/gty



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 6, 2002

THERESE DUVALL
TD SYSTEMS, INC., D/B/A CORDES AIRCRAFT
8710 AIRPORT BOULEVARD
LEESBURG, FL 34788

SUBJECT: T D SYSTEMS, INC.
Ref. Number: W02000012956

We have received your document for T D SYSTEMS, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

We must have an original signature of the registered agent.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the CORPORATE SPECIALIST indicated.

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 \$8,115.00.

If you have any questions concerning the filing of your document, please call (850) 245-6913.

Diane Cushing
Corporate Specialist

Letter Number: 202A00028317



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 1, 2002

THERESE DUVALL
TD SYSTEMS, INC., D/B/A CORDES AIRCRAFT
8710 AIRPORT BOULEVARD
LEESBURG, FL 34788

SUBJECT: T D SYSTEMS, INC.
Ref. Number: W02000012956

We have received your document for T D SYSTEMS, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the proper corrections. On the Resolution you must add a corporate suffix to the name Cordes Aircraft. On the actual application the chairman, vice chairman or any officer must sign on line 13.

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: 402A00046354



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

August 28, 2002

THERESE DUVALL
TD SYSTEMS, INC., D/B/A CORDES AIRCRAFT
8710 AIRPORT BOULEVARD
LEESBURG, FL 34788

SUBJECT: T D SYSTEMS, INC.
Ref. Number: W02000012956

We have received your document for T D SYSTEMS, INC. and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

You still haven't addressed the penalty issue from my letter dated May 6th. There is a penalty of \$8,115.00 due this office.

If you have any questions concerning the filing of your document, please call (850) 245-6913.

Diane Cushing
Corporate Specialist

Letter Number: 002A00050329



FLORIDA DEPARTMENT OF STATE

Ken Detzner
Secretary of State

January 8, 2003

THERESE DUVALL
TD SYSTEMS, INC., D/B/A CORDES AIRCRAFT
8710 AIRPORT BOULEVARD
LEESBURG, FL 34788

SUBJECT: T D SYSTEMS, INC.
Ref. Number: W02000012956

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 T D SYSTEMS, INC..

The referenced application states that the corporation has transacted business in the State of Florida since May 1, 1995. You were notified by letter dated May 6, 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 \$8115.00 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. 903A00000991

Enclosure

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned JOHN H. CORDES, do hereby certify
(Name)

that this Resolution of the Board of Directors of TD SYSTEMS, INC.
dba CORDES AIRCRAFT, INC.
(Corporate Name)

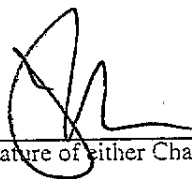
a corporation duly organized and existing under the laws of the State of DELAWARE

was duly adopted on MAY, 1995

Be it resolved, that TD SYSTEMS, INC., dba CORDES AIRCRAFT, INC.
(Corporate Name)

organized and existing in the State of DELAWARE, hereby adopts the name
TD SYSTEMS, INC., dba CORDES AIRCRAFT, INC. for use in Florida.

Dated: 04/25/02


Signature of either Chairman, Vice Chairman or any officer

JOHN H. CORDES
Type or print name

Make checks payable to Florida Department of State and mail to:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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. TDSYSTEMS, INC., dba CORDES AIRCRAFT
(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. 59-3318352
(FEI number, if applicable)
4. 05-95
(Date of incorporation)
5. _____
(Duration: Year corp. will cease to exist or "perpetual")
6. 05-95
(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. a. 8710 AIRPORT BLVD., LEESBURG, FL 34788
(Principal office address)
- b. SAME
(Current mailing address)
8. AIRCRAFT SALES/BROKER
(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: DON P. MC GRUM, SR.
Office Address: 507 SAN SEBASTIAN PRADO
ALTA MONTE SPRINGS, Florida 32714-2236
(Zip code)

03 MAR 31 PM 3:53
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

FILED

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.

Don P. McGrum, Sr.
(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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: JOHN H. CORDESAddress: 1403 CRESTVIEW DR.MT. DORA, FL 32757Vice President: GERRY DESPLAINESAddress: 1314 SYLVAN DR.MT. DORA, FL 32757Secretary: THERESE DUVALLAddress: 1403 CRESTVIEW DRMT. DORA, FL 32757Treasurer: THERESE DUVALLAddress: 1403 CRESTVIEW DRMT. DORA, FL 32757**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. JOHN H. CORDES, PRESIDENT

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

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03 MAR 31 PM 3:53
TALLAHASSEE, FLORIDA

Delaware

PAGE 1

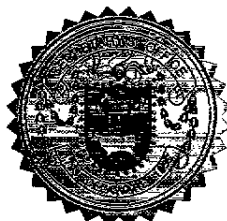
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "T D SYSTEMS, 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 TENTH DAY OF APRIL, 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.

FILED
03 MAR 31 PM 3:53
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2511887 8300

AUTHENTICATION: 1712905

020228771

DATE: 04-10-02