

F03000006292

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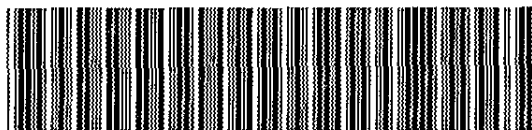
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R3K

RECEIVED
03 DEC 18 AM 7:57
DIVISION OF CORPORATION

FILED
03 DEC 18 AM 9:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY™

03 DEC 18 AM 9:07
FILED
SEALING & STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 288266 7266798

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : October 21, 2003

ORDER TIME : 10:18 AM

ORDER NO. : 288266-005

CUSTOMER NO: 7266798

CUSTOMER: Suzanne J. Walker
Phelps Dunbar LLP
Suite 1900
100 South Ashley Drive
Tampa, FL 33602

FOREIGN FILINGS

NAME: MTECH STRATEGIES, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER: _____



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

FILED
03 DEC 18 AM 9:07
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

October 22, 2003

SUSIE KNIGHT
CSC
TALLAHASSEE, FL

RESUBMIT

SUBJECT: MTECH STRATEGIES, INC.
Ref. Number: W03000030638

We have received your document for MTECH STRATEGIES, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being retained for the following:

Based upon information provided by the Florida Department of Revenue, pursuant to section 213.053(14), Florida Statutes, it appears that MTECH STRATEGIES, INC. 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 \$5,750.00.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr
Document Specialist

Letter Number: 503A00057396

RECEIVED
03 DEC 18 PM 12:53
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

PHELPS DUNBAR_{LLP}
COUNSELORS AT LAW

New Orleans, LA
Baton Rouge, LA
Houston, TX
London, England

100 South Ashley Drive • Suite 1900
Tampa, Florida 33602-5311
(813) 472-7550
Fax (813) 472-7570

www.phelpsdunbar.com

Jackson, MS
Tupelo, MS
Gulfport, MS
Tampa, FL

DANIEL G. MUSCA
(813) 472-7583
muscad@phelps.com

December 17, 2003

19731-0001

Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

Re: MTech Strategies, Inc. Qualification

Dear Sir or Madam:

Enclosed please find an Application by Foreign Corporation for Authorization to Transact Business in Floridas for MTech Strategies, Inc., a Delaware corporation (the "Company"). The Company had been erroneously assessed by the State of Florida the sum of \$5,750 for failure to qualify to conduct business in the State of Florida during the period of January 1, 1998 and thereafter. After discussing the issue with Ms. Brenda Tadlock, the Section Administrator, and Buck Corr of the Florida Department, Ms. Tadlock informed me yesterday that the Department of State would accept the sum of \$3,450 (representing fees and penalties from the year 2000 onward) in full payment of past due fees and penalties. Enclosed is the check for such amount.

Please contact me at (813)472-7583 if you have any questions.

Yours truly,



Daniel G. Musca

Check and Application Enclosed

cc: Mr. Michael Fitzgerald

DEC. 15. 2003 5:06PM

PHELPS DUNBAR, LLP

NO. 489 P. 1/3

PHELPS DUNBAR LLP
— COUNSELORS AT LAW —

100 SOUTH ASHLEY DRIVE
SUITE 1900
TAMPA, FLORIDA 33602-5311
(813) 472-7550
FAX: (813) 472-7570

FACSIMILE COVER SHEET

December 15, 2003

TO: Brenda Tadlock

Facsimile No.: 850-410-1015

Telephone No:

FROM: Daniel G. Musca

FILE NO.: 19731-1-1

RE: MTech Strategies

TOTAL PAGES: (including this page): 3

MESSAGES: Please see attached

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PLEASE CALL (813) 472-7550

SAVIN 3720 FACSIMILE - (813) 472-7570

\$3,450 due

DEC. 15. 2003 5:07PM

PHELPS DUNBAR, LLP

NO. 489 P. 2/3

PHELPS DUNBAR_{LLP}
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Tampa, FL

DANIEL G. MUSCA
(813) 472-7583
muscad@phelps.com

December 15, 2003

19731-0001

Facsimile (850-410-1015) and Regular Mail

Ms. Brenda Tadlock
Section Administrator
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

Re: MTech Strategies, Inc. Qualification Penalties

Dear Ms. Tadlock:

I represent MTech Strategies, Inc., a Delaware corporation (the "Company"), which has been assessed by the State of Florida the sum of \$5,750 for failure to qualify to conduct business in the State of Florida during the period of January 1, 1998 and thereafter. Buck Corr of the Florida Department of State instructed me to send you this correspondence in an effort to determine the basis of the State of Florida's assessment and to determine the correct amount due for failure to so qualify.

The underlying facts for this inquiry from our perspective are as follows:

- ◆ The Company was incorporated in the State of Delaware in January of 1997.
- ◆ The Company conducts and has always conducted an Internet oriented travel consulting business, much or most of which occurs "on the road" throughout the U.S. and abroad.
- ◆ During the period from the date of incorporation through late winter/spring of 2000, the Company conducted business exclusively at client facilities and its home office in Georgia, where the Company's two owners, Chicke and Michael Fitzgerald, resided.
- ◆ In late winter/spring of 2000, the Fitzgeralds moved from Georgia to their newly-constructed residence in Florida at 10705 Cape Hatteras, Tampa, Florida (at

Ms. Brenda Tadlock
December 15, 2003
Page 2

which they currently reside) and rented a residential apartment at 5493 Baywater Drive, Tampa Florida 33615 from which they operated the Company's business.

- The Company's accountant has indicated that the Company's first tax filing with the State of Florida was in July of 2000, and since such date, the Company has made regular periodic employment related tax filings with the State of Florida.

As mentioned above, the Florida Department of Revenue's records reflect the Company's doing business in the State of Florida in 1998. Neither the Fitzgeralds nor their CPA is aware of any business activities by the Company or Company projects, facilities or employees in Florida prior to the Company's relocation from Georgia to Florida in 2000.

We are trying to determine the basis for the Department of Revenue's (and the Department of State's) assessments and penalties for failure to qualify to do business in Florida, and determine the correct amounts owing to the State of Florida (without incurring additional fees and penalties upon the change of the year and attorney and CPA professional fees). We feel that the total of fees, penalties and interest (if any) from the year 2000 would be the correct amount owing (and would need a statement from your office or the Department of Revenue to determine what this amount may be). Please contact me at (813)472-7583 to discuss this situation.

Yours truly,



Daniel G. Musca

DGM

cc: Mr. Michael Fitzgerald
Mr. Buck Corr



CORPORATION SERVICE COMPANY™

1201 Hays Street
Tallahassee, FL 32301
850-521-1000
850-521-1010(fax)

Account Number: 072100000032

Client Account Number: _____

Cost Limit: 78.75

Authorization: Patricia Pijoto

Contact: Susie Knight EX 1156

Corporation Name(s) & Document number(s)

1) MTech Strategies, Inc.

2) Order 288266-5

3) _____

4) _____

____ Stamped Copy

☒ Certified Copy

____ Goodstanding

Type of Filings:

New Filings Amendment Qualification

____ Profit

____ Amendment

☒ Profit

____ NFP

____ COA

____ NFP

____ LLC

____ Dissolution/Withdrawal

____ LLC

____ LTD

____ Merger

____ LTD

Other:

____ Annual Report

____ Fictitious Name

____ Reinstatement

**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. MTech Strategies, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp," "Inc," "Co," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

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

3. 58-2285226

(FEI number, if applicable)

4. January 2, 1997

(Date of incorporation)

5. Perpetual

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

6. March 1, 2003

(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. 6115 Galleon Way, Tampa, FL 33615

(Principal office address)

6115 Galleon Way, Tampa, FL 33615

(Current mailing address)

8. Travel consulting

(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: Daniel G. Musca, Esquire

Office Address: c/o Phelps Dunbar LLP, 100 S. Ashley Dr., #1900

Tampa

(City)

, Florida

33602

(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.

Daniel G. Musca

(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: Chicke Fitzgerald

Address: 6115 Galleon Way, Tampa, FL 33615

Director: Michael Fitzgerald

Address: 6115 Galleon Way, Tampa, FL 33615

B. OFFICERS

President: Chicke Fitzgerald

Address: 6115 Galleon Way, Tampa, FL 33615

Vice President: Michael Fitzgerald

Address: 6115 Galleon Way, Tampa, FL 33615

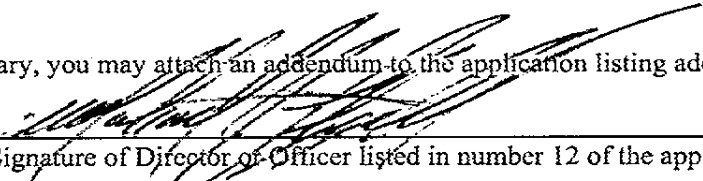
Secretary: Michael Fitzgerald

Address: 6115 Galleon Way, Tampa, FL 33615

Treasurer: Chicke Fitzgerald

Address: 6115 Galleon Way, Tampa, FL 33615

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

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. Michael Fitzgerald, Vice President
(Typed or printed name and capacity of person signing application)

Delaware

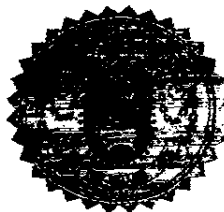
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MTECH STRATEGIES, 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 SIXTH DAY OF OCTOBER, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MTECH STRATEGIES, INC." WAS INCORPORATED ON THE SECOND DAY OF JANUARY, A.D. 1997.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2700122 8300

AUTHENTICATION: 2673572

030641294

DATE: 10-06-03