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DIVISION OF CORPORATIONS
04 MAR - 1 AM 8:11

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: DAVIES STARR, INC
(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:

CHARLIE DAVIES
(Name of Person)
DAVIES STARR, INC
(Firm/Company)
568 BROADWAY ROOM 503
(Address)
NEW YORK, NY 10012
(City/State and Zip code)

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For further information concerning this matter, please call:

CHARLIE DAVIES at (212) 966-9345
(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



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

January 5, 2004

CHALKIE DAVIES
DAVIES AND STARR, INC.
568 BROADWAY, ROOM 503
NEW YORK, NY 10012

SUBJECT: DAVIES AND STARR, INC.
Ref. Number: W04000000261

We have received your document for DAVIES AND STARR, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of your corporation is not available in Florida. An out-of-state corporation whose name is not available must adopt an alternate corporate name for use in Florida. The alternate corporate name must contain "Incorporated," "Company," "Corporation," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp." Please enter the alternate corporate name in the space provided in number one of the application.

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 \$4,600.00.

✓ 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
Document Specialist

Letter Number: 104A00000317

Sheldon Zorfas CPA, P.C.
1350 Broadway Suite 414
New York, NY 10018

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314
Attn: Diane Cushing

Jan. 12, 2004

Re: Davies & Starr, Inc. of New York
Ref. No. W04000000261

Dear Ms. Cushing,

I am the accountant for Davies & Starr, Inc., a New York corporation, wholly owned by Chalkie Davies, which is filing to be authorized to transact business in Florida. In a letter dated January 5, 2004, a copy of which is enclosed, your office indicated that the name Davies & Starr, Inc. is not available in Florida. The application is being resubmitted using the name shown above. A \$70 check to cover the registration fee was submitted with the original application. You advised me that your office has retained the check pending the receipt of this reapplication at which time the check will be deposited. Thank you for your help in processing this application.

The notice indicates that the corporation is being assessed \$4,600 as a penalty for late registration. I respectfully request that the penalty be abated for the reasons set forth below.

The corporation operates a photography business out of its studio in New York. It opened an office in Florida to accommodate the needs of Carol Starr (Mrs. Davies) who for health reasons needs a warmer climate than New York provides during the winter months. The corporation has no customers in Florida and makes no sales in Florida. It uses its office only as a design studio in support of its New York photography business. When it opened the Florida office it began filing Florida corporate tax returns.

I, as the corporation's tax advisor, was unaware that in addition to filing Florida tax returns the corporation was required to register with the Florida Secretary of State. I believed that registering to do business in a state was discretionary and was principally for the purpose of giving a corporation standing to make use of the courts in the state. Having been notified of the need to register with the Florida Secretary of State, the corporation is doing so.

Florida's Secretary of State notified the corporation of the need to register in Florida by letter dated Sept. 19, 2003. I requested a certificate of good standing from the NY Secretary of State on October 15, 2003 (a copy of my letter and check are enclosed). The

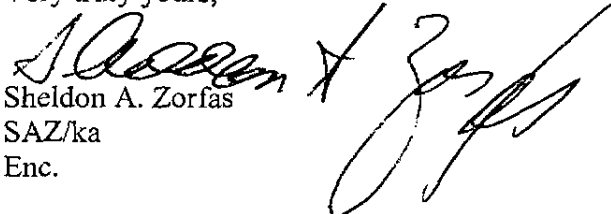
NY Secretary of State's office failed to process the request for such a long time (Dec. 22, 2003) that I submitted a second request through a service company named Blumberg and finally received the certificate of good standing on Nov. 26, 2003. See attached. At that point, the application was finalized and submitted to your office as quickly as possible.

The corporation has attempted to comply with its filing requirements. It has not attempted to evade or avoid registration or any registration requirements. It has filed corporate returns in Florida despite having no customers in Florida and a de minimis presence in the state. The failure to have registered with the Florida Department of State earlier was not due to any purposeful omission, but merely due to the expectation that filing income tax returns satisfied taxpayer's filing requirements in Florida. I trust that Florida will not impose a penalty for the misunderstanding of the need to register by its tax advisor.

Based on the above, I respectfully request on behalf of the corporation that the penalty for late registration be waived.

Thank you for your consideration of the request for abatement of penalties.

Very truly yours,


Sheldon A. Zorfas
SAZ/ka
Enc.

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

DAVIES AND STARR, INC. OF NEW YORK
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. NEW YORK 3. 13-3749466
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 1/11/94 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. AUGUST 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. 568 BROADWAY ROOM 503 NY, NY 10012
(Principal office address)

568 BROADWAY ROOM 503 NY, NY 10012
(Current mailing address)

8. PHOTOGRAPHY
(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: GAROL STARR

Office Address: 210 VINTAGE CIRCLE #402

NAPLES, Florida 34109
(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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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: CHALKIE DAVIES

Address: 261 BROADWAY APT 3E
NEW YORK, NY 10007

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: CHALKIE DAVIES

Address: 261 BROADWAY APT 3E
NEW YORK, NY 10007

Vice President: _____

Address: _____

Secretary: _____

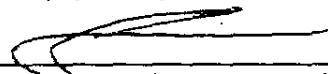
Address: _____

Treasurer: _____

Address: _____

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

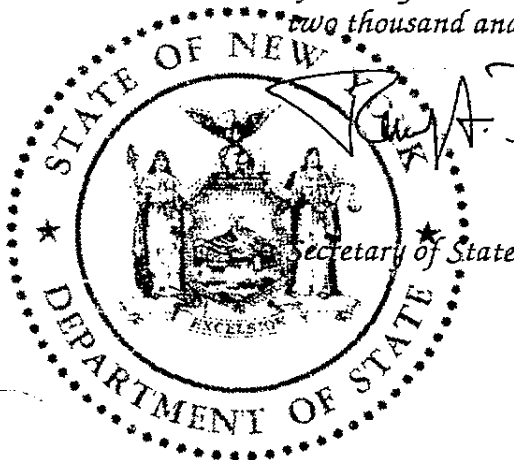
13. 
(Signature of Director or Officer listed in number 12 of the application)

14. CHALKIE DAVIES
(Typed or printed name and capacity of person signing application)

State of New York } ss:
Department of State

I hereby certify, that the Certificate of Incorporation of DAVIES AND STARR, INC. was filed on 01/11/1994, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 22nd day of December
two thousand and three.



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