

F04000002338

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

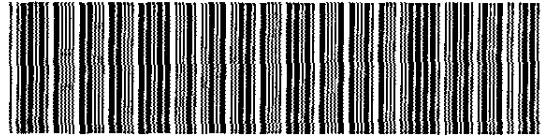
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Fee	
Amount	
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Inspector	
Reviewer	
Verifier	
Acknowledgment	
N. P. Verifier	



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04/08/04--01011--001 **70.00

04/28/04--01005--011 **8715.00

- PF

Get

1004-13494

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 APR 26 PM 4:31

March 31, 2004

FRED M. SANTO
fred.santo@kmzr.com
212.940.8720 212.894.5720 fax

VIA FACSIMILE AND FEDERAL EXPRESS

Ms. Brenda Tadlock
Registration Section Administrator
Florida Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Otter Creek Management, Inc.

Dear Ms. Tadlock:

I am writing to you in connection with the Application by Foreign Corporation for Authorization to Transact Business in Florida (the "Application") that I am submitting herewith on behalf of the above-captioned company (the "Company"). As discussed in your conversation earlier this week with my colleague, Wendy Cohen, various attorneys at Katten Muchin Zavis Rosenman (together with its predecessor, Rosenman & Colin LLP, the "Firm") have represented the Company (both at the Firm and at other, unrelated law firms) since its formation as a Delaware corporation in May 1991. The Company's primary business activity is serving as a general partner/investment manager of two investment entities – Otter Creek Partners, L.P., a Delaware limited partnership, and Otter Creek International Ltd., a British Virgin Islands International Business Company.

The Company came to be represented by the Firm when one of the attorneys who subsequently joined the Firm was counsel at another, unrelated law firm in the early 1990s. That relationship arose as a result of the existing relationship between that attorney and Mr. R. Keith Long. In the first few months of that relationship, virtually all of the communications between Mr. Long and this attorney occurred while Mr. Long was at his summer residence in Connecticut. In May 1991, when Mr. Long formed the Company, he initially conducted his business from his home. The attorney was under the misimpression that much of this business would be conducted from Connecticut and, after consultation with the Blue Sky staff at his then-law firm (which was neither related to nor a predecessor of the Firm), erroneously determined not to register the Company in Florida. This attorney continued his representation when he joined this Firm as counsel in 1994, but left this Firm in 1997. At the time of his departure, the Company had no active matters pending at the Firm. The Company and Mr. Long at no time were aware that this filing had not been made or was, in fact, required. When this Firm was again called upon to handle a matter for the Company, a new attorney began working on the matter in the late 1990s and incorrectly assumed that any necessary filings would have been effected by his predecessor.

Ms. Brenda Tadlock
March 31, 2004
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It was only recently, in connection with the Company's registration as an investment adviser, that this omission was discovered.

The Company and this Firm are anxious to correct this inadvertent oversight. In that connection, I am enclosing an Application to do Business in Florida, together with the required filing fee. Since this error was not the fault of our client, this Firm is fully prepared to pay for any back filing fees that would have been due as well as whatever penalty is imposed. However, in light of the fact that the oversight was an inadvertent oversight, compounded by a change of personnel, I would appreciate any reduction in penalty that you would consider. Please contact me once you have determined the total of fees and penalties that are to be assessed.

Should you have any questions, or require any additional information, please do not hesitate to contact me at the number listed above. I look forward to resolving this matter promptly and equitably.

Very truly yours,



Fred M. Santo
Partner



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 7, 2004

FRED M. SANTO, ESQUIRE
KATTEN MUCHIN ZAVIS ROSENMAN
575 MADISON AVE.
NEW YORK, NY 10022-2585

SUBJECT: OTTER CREEK MANAGEMENT, INC.
Ref. Number: W04000013494

We have received your document for OTTER CREEK MANAGEMENT, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

Based on the information you have provided and in accordance with s.607.1502(4), 608.502(4) or 617.1502(4), F.S., this office will reduce the civil penalty of \$1,000 per year to \$500 per year for each year this entity transacted business or conducted its affairs in Florida prior to qualification. Therefore, the total amount due to cover both annual report/uniform business report and penalty fees is \$8,715.00.

The total amount due is \$8785.00.

There is a balance due of \$8715.00.

If you have any questions concerning the filing of your document, please call (850) 245-6911.

Brenda Tadlock
Senior Section Administrator

Letter Number: 004A00022727

KMZ Rosenman
KATTEN MUCHIN ZAVIS ROSENMAN

575 Madison Avenue
New York, NY 10022-2585
212.940.8800 office 212.940.8776 fax

April 23, 2004

FRED M. SANTO
fred.santo@kmzr.com
212.940.8720 212.894.5720 fax

By Federal Express

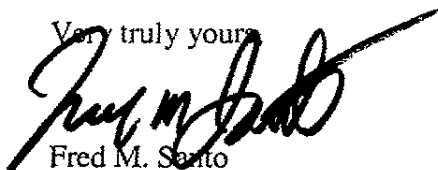
Brenda Tadlock
Senior Section Administrator
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: Otter Creek Management, Inc.
Ref. Number: W04000013494

Dear Ms. Tadlock:

Pursuant to your letter dated April 7, 2004, a copy of which is enclosed, please find enclosed a check in the sum of \$8715.00 to cover the back filing fees with respect to Otter Creek Management, Inc. We trust that Otter Creek Management, Inc is now up-to-date in its filing obligations through 2004.

Very truly yours,



Fred M. Santo
Enclosure

cc: Joe O'Neill – Otter Creek Management, Inc.

**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. Otter Creek Management, 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. Delaware 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. May 30, 1991 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. June 1991
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. Otter Creek Management Inc., 400 Royal Palm Way, Ste. 212, Palm Beach, FL 33480
(Current mailing address)

8. securities management
(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 Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(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.

C T Corporation System

(Registered agent's signature)

SHEILA CLARK
Assistant Secretary

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 addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: R. Keith Long

Address: Otter Creek Management Inc., 400 Royal Palm Way, Ste. 212, Palm Beach, FL 33480

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: R. Keith Long

Address: Otter Creek Management Inc., 400 Royal Palm Way, Ste. 212, Palm Beach, FL 33480

Vice President: Joseph W. O'Neill, Jr.

Address: Otter Creek Management Inc., 400 Royal Palm Way, Ste. 212, Palm Beach, FL 33480

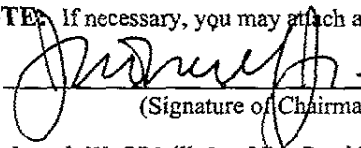
Secretary: _____

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. Joseph W. O'Neill, Jr., Vice President
(Typed or printed name and capacity of person signing application)

Delaware

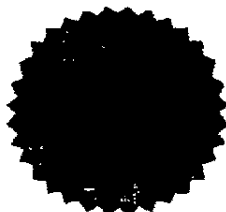
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OTTER CREEK MANAGEMENT, 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 THIRTIETH DAY OF MARCH, A.D. 2004.

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.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2264471 8300

AUTHENTICATION: 3022106

040232772

DATE: 03-30-04