

# F04000003297

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐

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MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_

Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Name

Availability

Document

Examiner

DCC

Updater

Office Use Only

DCC

Verifier

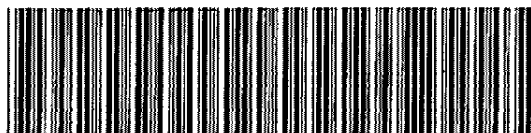
DCC

Acknowledgment

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W. P. Verifier

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2004 JUN 11 P 3:34

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## TRANSMITTAL LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: AMERICAN VALVE TOURS, 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:

JASMINE MAROGA

(Name of Person)

AMERICAN VALVE TOURS, Inc

(Firm/Company)

666 FIFTH AVENUE, 6th Floor, Suite 602

(Address)

NEW YORK, NY 10103

(City/State and Zip code)

For further information concerning this matter, please call:

JASMINE

(Name of Person)

at (212) 713-0955

(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

SECRETARY OF STATE  
TALLAHASSEE, FL

2006 JUN 11 P 3:04

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March 29, 2004

Ms. Diane Cushing  
Document Specialist  
Florida Department of State  
Division of Corporations  
P O Box 6327  
Tallahassee, FL 32314

Dear Madam:

Re: American Value Tours – Ref # W04000011540

We are in receipt of your letter dated March 23, 2004 and are surprised to note you have assessed a penalty fee of \$ 14,015 as per Section 607.1502(4), 617.1502(4) or 608.502(4) of the Florida Statutes.

Since September 1992, when we first received our Sellers of Travel Registration Certificate, we have been renewing this Certificate annually on a payment of \$ 300, as per Section 559.9238 of the Florida Statutes, without any problem. At that time, we had also executed a bond for \$ 15,000. As per her letter dated May 21, 1998, Ms. Donna Muley, the then Regulatory Consultant, informed us that our request for security waiver, pursuant to section 559.929(6), had been approved but that we were required to apply for security waiver annually. In April 2000, she asked us for a copy of our latest income tax returns or audited financial statements, which we did. We have been complying with your Department's requirements all these years, and continue to do so.

However, in April 2003, we were asked for additional details like were we a corporation, and if so, in what state were we registered. We spoke to Dan of your office on 5/27/03, who confirmed that our application and processing fee had been received and was being processed. This was the first time, after 14 years, that we were encountering difficulty in renewing our license.

In June 2003, Ms. Sophie Thomas-Campfield, Regulatory Consultant informed us that the Florida Division of State Corporations website did not list our business as registered to do business in Florida. A lot of correspondence was exchanged between us. We were asked to refer to the website [www.sunbiz.org](http://www.sunbiz.org) to find out if Chapter 607.1503(1) was applicable to us, as we were not a foreign profit corporation in order to transact business in Florida. But their search engine was always experiencing endless difficulty. We even e-mailed to Public Inquiry Section of the Bureau of License Issuance. They replied our query was not within their purview.



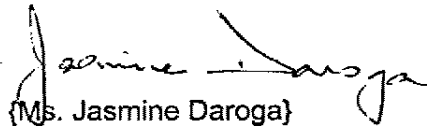
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2004 JUN 11 3:04  
SECRETARY OF STATE  
TALLAHASSEE

We had to fill in the Transmittal Letter, send a check for \$ 78.75 and our Certificate of Existence issued by the Department of State, State of New York dated December 24, 1980. Your letter of March 23, 2004 indicates that a photocopy of this certificate is not acceptable. We will ask our Attorneys to do the needful and forward it to you.

In item 6 of our application by foreign corporation, we have stated September 1992 as the date we first transacted business in Florida. We presumed we had to give the date when we first received the Florida Seller of Travel License. Evidently this was not our right answer. We have no registered office address in Florida, receive no mail or send out any, file no tax returns, although we have a tax EIN number. We are wholesalers and not retailers. In Florida, our associates take care of the transportation needs of our clients. We have wholesale contracts with hotel chains all over the country. Other times, we negotiate directly with them for room rates or book rooms through the Housing Bureaus of different medical conventions.

Under the circumstances, we do not know if our answer to item 6 should have been "Upon qualification" since we have not transacted any direct business in Florida. Grateful if the penalty fees could be waived and for your advice in how to proceed further in the matter. We are not familiar with the Florida statutes and have no intention to do anything unlawful please. So, your guidance and help will be greatly appreciated.

Sincerely,



{Ms. Jasmine Daroga}  
for American Value Tours

cc: Ms. Sophie L Thomas-Campfield,  
Regulatory Consultant  
Division of Consumer Services  
2005 Apalchee Parkway  
Tallahassee, Florida 32399-6500

*For your intervention and guidance in the matter please. Thank you.*



May 17, 2004

FACSIMILE (850) 410-1015 and AIRBORNE EXPRESS

Ms. Brenda L. Tadlock  
Florida Department of State  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, Florida 32399

Re: American Value Tours, Inc. Your reference number: W04000011540

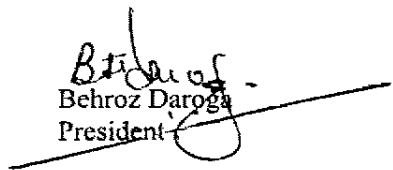
Dear Ms. Tadlock:

I am the founder and President of American Value Tours, Inc., a New York Corporation ("AVT"). This is in reference to a letter dated March 23, 2004 from Diane Cushing of your office advising that the amount of \$14,015.00 was due to your office to cover annual reporting fees and penalties incurred since 1992 as a result of the fact that AVT is not qualified to conduct business in the State of Florida.

Based on AVT's recent conversations with both your office and the Florida Department of Agriculture & Consumer Services, be advised that we have determined that, to the best of our knowledge, AVT is not presently conducting business in the State of Florida and has not conducted business in the State of Florida in the past, pursuant to the provisions of Florida Statute 607.1501.

In light of the above, it is kindly requested that all penalties, fines and fees assessed against AVT for failure to formally qualify in the State of Florida be waived.

Very truly yours,  
AMERICAN VALUE TOURS, INC.

  
Behroz Daroga  
President



# NBC NOVACK BURNBAUM CRYSTAL LLP

300 East 42nd Street New York, New York 10017 Tel: 212.682.4002 Facsimile: 212.986.2907

ANGELA M. HAYES  
EXT.37

June 9, 2004

## FEDERAL EXPRESS

Ms. Diane Cushing  
Florida Department of State  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, Florida 32399

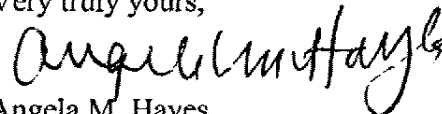
Re: American Value Tours, Inc.  
Reference Number: W04000011540  
Our File No. 2115-01

Dear Ms. Cushing

This is in response to your letter dated May 24, 2004 to Ms. Jasmine Daroga in connection with the above referenced corporation. As requested in your letter, enclosed please find an original certificate of good standing for American Value Tours, Inc., issued by the State of New York, Department of State on June 4, 2004.

If you need further information, please call me.

Very truly yours,

  
Angela M. Hayes

AMH:ah

cc: Ms. Jasmine Daroga (w/encl)



**FLORIDA DEPARTMENT OF STATE**

**Glenda E. Hood**  
Secretary of State

March 23, 2004

JASMINE DAROGA  
AMERICAN VALUE TOURS, INC.  
666 FIFTH AVENUE, 6TH FLOOR, STE #602  
NEW YORK, NY 10103

SUBJECT: AMERICAN VALUE TOURS, INC.  
Ref. Number: W04000011540

We have received your document for AMERICAN VALUE TOURS, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

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 \$14,015.00.

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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: 604A00019040



**FLORIDA DEPARTMENT OF STATE**

**Glenda E. Hood**  
Secretary of State

May 24, 2004

**JASMINE DAROGA**  
**AMERICAN VALUE TOURS, INC.**  
**666 FIFTH AVENUE, 6TH FLOOR, STE #602**  
**NEW YORK, NY 10103**

**SUBJECT: AMERICAN VALUE TOURS, INC.**  
**Ref. Number: W04000011540**

We have received your document for AMERICAN VALUE TOURS, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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: 304A00036189



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. AMERICAN VALVE TOURS, 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. NEW YORK STATE 3. 13-305-2787  
(State or country under the law of which it is incorporated) (FBI number, if applicable)

4. DECEMBER 1980 5. PERPETUAL  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. SEPTEMBER 1992  
(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. 666 FIFTH AVENUE 6th floor, SUITE 602, NEW YORK  
(Principal office address)

Same as above.  
(Current mailing address)

8. DESTINATION MEETING PLANNERS / WHOLESALE TRAVEL  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida) WAGENTS

✓ 9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable) OK

Name: OMNI TOURS, INC

Office Address: 2150 CORAL WAY

MIAMI, Florida 33145  
(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.

✓ [Signature]  
(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: PRESIDENT - BEHZAD DAROGA - OWNER

Address: 666 FIFTH AVENUE, 6th floor, SUITE 602,  
NEW YORK, NY 10103

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

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

Director: \_\_\_\_\_

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

Director: \_\_\_\_\_

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

B. OFFICERS

President: \_\_\_\_\_

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

Vice President: \_\_\_\_\_

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

Secretary: \_\_\_\_\_

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

Treasurer: JASMINE DAROGA

Address: Same as above

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

13. Jasmine Daroga  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. JASMINE DAROGA  
(Typed or printed name and capacity of person signing application)

FILED  
2006 JUL 11 P 3:04  
SECRETARY OF STATE  
TALLAHASSEE, FL

State of New York } ss:  
Department of State

I hereby certify, that the Certificate of Incorporation of AMERICAN VALUE TOURS, INC. was filed on 12/24/1980, 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 04th day of June  
two thousand and four.*

A handwritten signature in dark ink, appearing to read "Kenneth A. D. S.", is written over the printed name of the Secretary of State.

Secretary of State

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2004 JUN 11 P 3:04

FILED