

FO5000000 2894
FILED

2005 MAY 16 P 2:31

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____

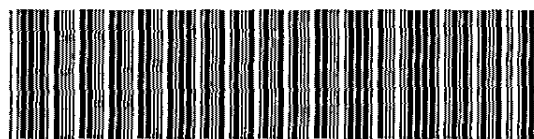
Certificates of Status _____

Special Instructions to Filing Officer:

W05-16718

AL

Office Use Only



500048999075

03/31/05--01031--001 **70.00

PF/AR.S

TRANSMITTAL LETTER

FILED

TO: Registration Section
Division of Corporations

2005 MAY 16 P 2:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: Morgan Air Freight Corporation

(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:

David W. Morgan

(Name of Person)

Morgan Air Freight Corporation

(Firm/Company)

P.O. Box 10909

(Address)

Pleasanton, CA 94588

(City/State and Zip code)

For further information concerning this matter, please call:

David W. Morgan

(Name of Person)

at (925) 460-2700

(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:

- | | | | |
|--|--|---|---|
| <input checked="" type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee &
Certified Copy | <input type="checkbox"/> \$87.50 Filing Fee,
Certificate of Status &
Certified Copy |
|--|--|---|---|



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

FILED

2005 MAY 16 P 2:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 1, 2005

DAVID W. MORGAN
P.O. BOX 10909
PLEASANTON, CA 94588

SUBJECT: MORGAN AIR FREIGHT CORPORATION
Ref. Number: W05000016718

We have received your document for MORGAN AIR FREIGHT CORPORATION and your check(s) totaling \$70.00. 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 \$3,450.00.

Enclosed please find a copy of section 607.1501, 617.1501, or 608.502, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a notarized affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501, 617.1501 or 608.502, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt
Document Specialist

Letter Number: 005A00022433



JOSEPH E. GORDILLO, CPA
A PROFESSIONAL CORPORATION

2005 MAY 16 P 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 3, 2005

Attn: Brenda
Florida Department of State
Fax (850) 410-1015

No. of Pages Faxed: 2

Re: Morgan Air Freight Corporation
Ref. No. W05000016718

Dear Brenda:

Per our telephone conversation this afternoon, I am writing on behalf of my client referenced above, to request a waiver of the penalty fees assessed on the basis of their having conducted business prior to their qualification in the State of Florida.

On the application for authorization to transact business, we indicated a business commencement date of January 1, 2002. This date was indicated based on the first year for which the corporation filed a Florida Corporate Income Tax Return. This was an incorrect date as far as the commencement of business date in Florida is concerned. We incorrectly associated the corporate tax return date with the commencement of business date.

The corporation provides logistic services to its clients. The corporation did not have any clients in Florida in 2002, 2003 and 2004 and did not receive any revenue from Florida sources in those years. The corporation's client is a California business which had warehousing requirements located in Florida, and engaged Morgan Air Freight Corporation to provide logistic services in Florida by way of employing Florida workers. The gross sales revenue associated with these services is paid by the California client to Morgan Air Freight Corporation and is California source revenue. For 2002, 2003 and 2004 Morgan Air Freight Corporation did not have any customers in Florida, it did not solicit clients in Florida in those years, and it had no revenue which was Florida source revenue for those years. Thus, it is our contention that though the corporation had a Florida tax filing requirement, it was not doing business in Florida in those years and was not required to seek qualification for those years.

Based on the information herewith submitted, we are respectfully requesting that the proposed assessment of penalties for conducting business prior to qualification be abated, and that the qualification date be revised to 2005 - which is the year in which the Application by Foreign Corporation for Authorization to Transact Business in Florida was submitted.

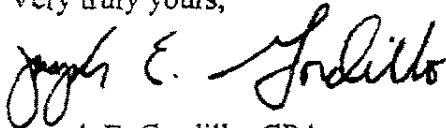
Florida Department of State
May 3, 2005
Page 2 of 2

FILED
2005 MAY 16 P 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

You consideration of this matter is greatly appreciated.

If you have any questions, please do not hesitate to contact me.

Very truly yours,



Joseph E. Gordillo, CPA
A Professional Corporation

Cc. David Morgan
Morgan Air Freight Corporation

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

FILED

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. 2005 MAY 16 P 2:5

1. Morgan Air Freight Corporation

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

2. California

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

3. 94-31368927

(FEI number, if applicable)

4. October 22, 1991

(Date of incorporation)

5. Perpetual

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

6. January 1, 2002

2005 (See Hr dated 5/3/05)

(Date first transacted business in Florida, if prior to registration)

(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 6685 Owens Drive, Pleasanton, CA 94588

(Principal office address)

P.O. Box 10909, Pleasanton, CA 94588

(Current mailing address)

8. Freight Transportation

(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 NOT acceptable)

Name: Flor Rivera

Office Address: 5707 N. 54th Street

Tampa

(City)

, Florida 33610

(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.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: David W. Morgan

Address: 4436 Deer Field Way, Danville, CA 94506

FILED

2005 MAY 16 P 2:51

Vice Chairman: Palmyra Morgan

Address: 4436 Deer Field Way, Danville, CA 94506

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: David W. Morgan

Address: 4436 Deer Field Way, Danville, CA 94506

Vice President: None

Address: _____

Secretary: Palmyra Morgan

Address: 4436 Deer Field Way, Danville, CA 94506

Treasurer: Maria Guerrero

Address: 6685 Owens Drive, Pleasanton, CA 94588

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. David W. Morgan, President

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

State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, KEVIN SHELLEY, Secretary of State of the State of California, hereby certify:

That on the **22nd day of October, 1991**, **MORGAN AIR FREIGHT CORPORATION** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of January 15, 2005.



Kevin Shelley
KEVIN SHELLEY
Secretary of State

hd