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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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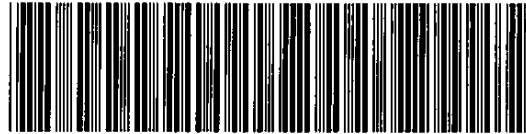
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DIVISION OF CORPORATIONS
06 JUL 24 PM 3:45

W6-3085

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Unicon Group Ltd.

(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:

Michael A. Orlando

(Name of Person)

Unicon Group Ltd.

(Firm/Company)

900 So. Highway Dr. Suite 310

(Address)

Fenton, MO 63026

(City/State and Zip code)

For further information concerning this matter, please call:

Michael Orlando

(Name of Person)

at (636) 394 2012

(Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing 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
Division of Corporations

June 20, 2006

MICHAEL A. ORLANDO
UNICON GROUP LTD
900 SO. HIGHWAY DR. SUITE 310
FENTON, MO 63026

SUBJECT: UNICON GROUP LTD. CORPORATION
Ref. Number: W06000028029

We have received your document for UNICON GROUP LTD. CORPORATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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 \$13,915.00.

13,915.00

Please return the original and one copy of 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) 245-6962.

Valerie Herring
Document Specialist
New Filing Section

Letter Number: 906A00041393

**Blumenfeld
Kaplan & Sandweiss, P.C.**
Attorneys At Law

168 North Meramec Avenue
Saint Louis, Missouri 63105
tel 314.863.0800 • fax 314.863.9388

Columbia, Missouri Office
by appointment only
tel 573.234.0800
www.bks-law.com

Brooke R. Perlyn
BRP@BKS-LAW.COM

July 6, 2006

CERTIFIED MAIL – RETURN RECEIPT REQUESTED

Ms. Stacey Prather
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Unicon Group, Ltd., Reference Number: W06000028029

Dear Ms. Prather:

As per our conversation on June 29, 2006, I am writing to obtain a waiver for Unicon Group, Ltd., a Missouri corporation (the "Corporation"), for annual report/uniform business report fees and penalty fees, totaling Thirteen Thousand Nine Hundred Fifteen and 00/100 Dollars (\$13,915.00), that the State of Florida (the "State") is claiming are owed by the Corporation for the Corporation's business with the State from 1994 to the present.

The Corporation is in the business of selling software products and services to various states, including Florida, and has engaged in business with Florida since April 8, 1994. In 1994, the Corporation sold a software system to the State and now maintains this relationship with the State by entering into 1-year service agreements for updates and maintenance to the software system. The Corporation sends the State annual invoices for these continued services. Under this arrangement, all computer support is given is through telecommunication between the State and the Corporation's headquarters in Missouri. The soliciting and obtaining of all orders is done through the Corporation's headquarters in Missouri and all renewal Contracts are accepted at the Corporation's corporate office in Missouri.

Due to the type of services the Company offers to the State, the Company did not believe it was required to register as a foreign corporation when it began doing business with the State in 1994. The Florida Statute governing when authority to transact business is required specifically states that "Soliciting or obtaining orders, whether by mail or through employees, agents, or otherwise, if the order requires acceptance outside this state before they become contracts" does not constitute transacting business under the Florida Statutory Code. F.S.A. §607.1501(2)(f). The Corporation did not initially register with Florida as a foreign corporation because under this express statutory language, the Corporation is not required to register. Furthermore, there is no specific Florida statute stating that foreign corporations entering into agreements with the State are required to be registered as foreign corporations.

Ms. Stacey Prather

Page 2

July 3, 2006

The Corporation is registered with MyFlorida as a vendor of the State, has paid all fees required by the State in timely manner and follows all other procedural protocols required of Florida vendors. The Corporation has dealt directly with the State for 13 years and in that time, no mention was made regarding any foreign corporation registration requirement.

While renewing the Company's contract with Florida this year, a Purchasing Analyst for the State mentioned, for the first time, that there was an issue concerning the Corporation's status as a foreign corporation not registered to do business in Florida. This was the first time any registration requirement was brought to the Corporation's attention. Instead of fighting this registration requirement and risking tarnishing the Corporation's relationship with the State, the Corporation decided to register at that time. However, the Corporation's application for registration was denied.

The Corporation received a response dated June 20, 2006, of which I have enclosed a copy, asserting that the Corporation was 13 years in default for its failure to register as a foreign corporation doing business in Florida. The State now alleges that the Corporation is required to pay a civil penalty for each year of default equaling One Thousand Dollars (\$1,000.00) plus all past due annual report/uniform business report fees totaling Thirteen Thousand Nine Hundred Fifteen and 00/100 Dollars (\$13,915.00).

Due to the continuing relationship between the Corporation and the State of Florida, we ask you to strongly consider this request for a waiver of all of the fees set out above. Upon obtaining this waiver, the Corporation plans to register with the State as a foreign corporation and to continue to do business in the manner it has done so for the past 13 years. The Corporation looks forward to continuing its relationship with Florida.

I look forward to your response to this waiver request. Please direct all future correspondence regarding this matter to my attention.

Sincerely yours,

BLUMENFELD, KAPLAN & SANDWEISS, P.C.

By: Brooke R. Perlyn
Brooke R. Perlyn

BRP/jb

**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. Unicon Group Ltd. Corporation

(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. Missouri

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

3. 43-1217391

(FEI number, if applicable)

4. November 21, 1980

(Date of incorporation)

5. Perpetual

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

6. April 8, 1994

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 900 So. Highway Dr. Suite 310 Fenton, MO 63026

(Principal office address)

Same

(Current mailing address)

8. Computer software sales, service, and training

(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:

Business Filings Incorporated

Office Address:

1203 Governors Square Blvd. Ste 101

Tallahassee

(City)

, Florida 32301-2960

(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.

Reid Carrick - Reid Carrick Asst. Sec. for Business Filings Incorporated
(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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DIVISION OF CORPORATIONS
JUL 24 PM 3:45

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

06 JUL 24 PM 3:45

A. DIRECTORS

Chairman: Michael A. Orlando

Address: 900 So. Highway Dr. Suite 310 Fenton, MO 63026

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Michael A. Orlando

Address: 900 So. Highway Dr. Suite 310 Fenton, MO 63026

Vice President: _____

Address: _____

Secretary: Michael A. Orlando

Address: 900 So. Highway Dr. Suite 310 Fenton, MO 63026

Treasurer: _____

Address: _____

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 A. Orlando, President

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

STATE OF MISSOURI



Robin Carnahan
Secretary of State

CORPORATION DIVISION

CERTIFICATE OF GOOD STANDING

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 JUL 24 PM 3:45

I, ROBIN CARNAHAN, Secretary of the State of Missouri, do hereby certify that the records in my office and in my care and custody reveal that

UNICON GROUP LTD.
00225829

was created under the laws of this State on the 21st day of November, 1980, and is in good standing, having fully complied with all requirements of this office.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 25th day of May, 2006

Robin Carnahan

Secretary of State

