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TRANSMITTAL LETTER

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-00713/94--01001--001
***661.25 ***661.25

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

SUBJECT: Cogent Information Systems Incorporated
(Name of corporation)

800000120012008
-00713/94--01001--001
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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:

Colleen Kilkenny
(Name of Person)
Cogent Information Systems Incorporated
(Firm/Company)
830 Morris Turnpike
(Address)
Short Hills, New Jersey 07078
(City, State and Zip Code)

SEP 13 1994
mtm

Should you need to call someone concerning this matter, please call:

Colleen Kilkenny at (201) 379 - 7979 ext. 212
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Registration Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Registration Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 1, 1995

ROBINSON C.L. HODGKINS
830 MORRIS TURNPIKE
SHORT HILLS, NJ 07078

SUBJECT: COGENT INFORMATION SYSTEMS INCORPORATED
Ref. Number: W94000011007

**CERTIFIED MAIL #P 348 066 566
RETURN RECEIPT REQUESTED**

This letter constitutes notice that the Department of State (Department) intends to pursue all legal remedies provided in Sections 607.0130(3) and 607.1502(4), Florida Statutes, because of the failure of COGENT INFORMATION SYSTEMS INCORPORATED to pay the appropriate penalties and fees incurred by the transacting of business as a foreign corporation in Florida without authority. I have enclosed a copy of Sections 607.0130(3), 607.1501 and 607.1502, Florida Statutes, for your review.

The application submitted by COGENT INFORMATION SYSTEMS INCORPORATED for authority to transact business in Florida indicates that the corporation transacted business in Florida prior to qualifying. As a result, associated penalties and fees imposed by Section 607.1502(4), Florida Statutes, are due and owing the Department.

Penalties and fees in the amount of \$2000.00 are now due. To avoid further penalty, payment must be remitted within 15 days of receipt of this letter. Please make your check payable to the Department of State and forward it to this office.

In the event the date business was first transacted in Florida is incorrect or the activity falls under an enumerated exemption provided in Section 607.1501(2), Florida Statutes, please provide this office with an affidavit to that effect. If it is determined that the affidavit establishes either circumstance, all penalties and fees previously imposed will either be withdrawn or will be recalculated in accordance with the corrected information, and the application will be processed accordingly. If you have any questions regarding this matter, please telephone (904) 487-6091. I look forward to your response.

Sincerely,

Douglas D. Sunshine, Assistant General Counsel

Enclosures Letter No. 495A00004179

95FEB 13 PM 10:26



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

December 1, 1994

COLLEEN KILKENNY
830 MORRIS TURNPIKE
SHORT HILLS, NJ 07078

SUBJECT: COGENT INFORMATION SYSTEMS INCORPORATED
Ref. Number: W94000011007

RECEIVED
DEC 13 1994
10:25

This letter is in response to the application by foreign corporation for authorization to transact business in Florida that was previously submitted to this office for COGENT INFORMATION SYSTEMS INCORPORATED.

The referenced application states that the corporation has transacted business in the State of Florida since May 1, 1990. You were notified by letter dated June 13, 1994, that because of failure to obtain a certificate of authority prior to transacting business in the State of Florida, the corporation is liable for \$2000.00 in appropriate fees and penalties as set forth in Section 607.1502(4), Florida Statutes, (copy enclosed).

Until a response is received by this office concerning the prior notification, the application by foreign corporation for authorization to transact business in Florida will not be processed. If erroneous information was reflected on the previously submitted application, a sworn affidavit may be filed stating the correct date the corporation first transacted business in Florida, that the corporation did not transact business in Florida prior to the application filing year and that the information entered on such application is incorrect. Any such affidavit will be included with your original qualification documents.

Please provide your response to this letter within 30 days to avoid the necessity of further action.

If you have further questions concerning the filing of your document, please telephone the Foreign Qualification/Tax Lien Section at (904) 487-6091.

Michael Mays
Corporate Specialist Letter No. 194A00051536

Enclosure



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

66776 13 JUN 25

June 13, 1994

Victoria L. Hoag, CPA
Cogent Information Systems, Inc.
150 Broadway
New York, NY 10038

RE: Cogent Information Systems, Inc.

Thank you for your letter dated June 3, 1994 concerning the transaction of business by Cogent Information Systems, Inc. in the state of Florida.

We have received and deposited your check for \$661.25, which covers the annual report fees for transacting business without authority for the years 1990 through 1993. Please be aware that Florida law does not grant this office the authority to waive or dismiss the appropriate penalty fees. This office is statutorily mandated to collect the appropriate civil penalty of \$500.00 for each year that a foreign corporation transacts business in this state without authority, which is the minimum penalty allowed by law. Section 607.1502(4), Florida Statutes, further directs the Florida Department of State to collect all penalties and annual report fees due this office and to recover such fees through an action in circuit court.

This office appreciates, and does not question Cogent Information Systems, Inc., honorable intention to comply with the filing requirements and laws of the State of Florida. We therefore request that the balance of \$2000.00 in the appropriate penalty fees be remitted to this office within thirty (30) days.

Please do not hesitate to contact me if you have any questions regarding this matter.

Sincerley,

Michael Mays, Corporate Specialist
Division of Corporations
(904) 487-6097

Matthews, Panariello, P.C.

Certified Public Accountants

June 3, 1994

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314
Attention: Michael Mays, Corporate Specialist

Re: Cogent Information Systems, Inc.
Ref. Number: W94000011007
Letter Number: 394A00023443

Dear Mr. Mays:

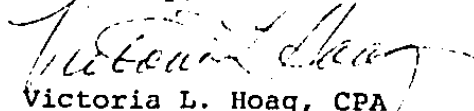
The above referenced client has asked we respond to your notice dated May 17, 1994 (copy enclosed).

We respectfully request that you abate the penalties charged and accept the enclosed check in the amount of \$661.25 for the 1991-1994 filing fees as payment in full. Payment of the penalties at the present time would cause extreme hardship on the company as they are currently experiencing financial difficulty.

The failure to register/non-filing of annual reports was not intentional and in no way an avoidance of paying the annual filing fees to the State of Florida. We have noted our new filing requirements for the future.

Thank you for your assistance in this matter. If you have any questions or require any additional information, please contact me at my New Jersey address below.

Sincerely,


Victoria L. Hoag, CPA

VLH:if
Enclosure

cc: Colleen Kilkenny
Cogent Information Systems, Inc.



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

May 17, 1994

COLLEEN KILKENNY
830 MORRIS TURNPIKE
SHORT HILLS, NJ 07078

SUBJECT: COGENT INFORMATION SYSTEMS INCORPORATED
Ref. Number: W94000011007

62-1111-1007-26

We have received your document for COGENT INFORMATION SYSTEMS INCORPORATED and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 607.1502(4) or 617.1502(4), Florida Statutes, requires this office to collect a \$500 penalty fee for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the corporation qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$2661.25.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business or conducting affairs in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn 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 or conducting its affairs in Florida prior to the year the application was submitted did not constitute transacting business or conducting affairs pursuant to section 607.1501 or 617.1501, Florida Statutes.

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 (904) 487-6097.

Michael Mays
Corporate Specialist

Letter Number: 394A00023443

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

May 17, 1994

COLLEEN KILKENNY
830 MORRIS TURNPIKE
SHORT HILLS, NJ 07078

SUBJECT: COGENT INFORMATION SYSTEMS INCORPORATED
Ref. Number: W94000011007

55 MAY 19 12:10:25

We have received your document for COGENT INFORMATION SYSTEMS INCORPORATED and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 607.1502(4) or 617.1502(4), Florida Statutes, requires this office to collect a \$500 penalty fee for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the corporation qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$2661.25.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business or conducting affairs in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn 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 or conducting its affairs in Florida prior to the year the application was submitted did not constitute transacting business or conducting affairs pursuant to section 607.1501 or 617.1501, Florida Statutes.

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 (904) 487-6097.

Michael Mays
Corporate Specialist

Letter Number: 394A00023443


**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. Cogent Information Systems Incorporated
(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. 22-2424018
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 11-4-82 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 5-1-90
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 830 Morris Turnpike
Short Hills, New Jersey 07078
(Current mailing address)
8. Computer software design and maintenance
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:
- Name: Peter Beasley
- Office Address: 550 North Reo Street
Tampa, Florida, 33609
(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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: Robin Hodgkins

Address: 830 Morris Turnpike
Short Hills, New Jersey 07078

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Robinson C.L. Hodgkins

Address: 830 Morris Turnpike
Short Hills, New Jersey 07078

Vice President: Hagop Terzian

Address: 830 Morris Turnpike
Short Hills, New Jersey 07078

Secretary: Margaret Hodgkins

Address: 830 Morris Turnpike
Short Hills, New Jersey 07078

Treasurer: _____

Address: _____

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

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

14. Robinson C.L. Hodgkins, President
(Typed or printed name and capacity of person signing application)

55 FEB 13 AM 10:26

State of Delaware
Office of the Secretary of State PAGE 1

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY "COGENT INFORMATION SYSTEMS, 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 FIFTH DAY OF APRIL, A.D. 1994.

APR 11 1994



William T. Quillen
William T. Quillen, Secretary of State

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04-05-94