

F9500000 1000

TRANSMITTAL LETTER

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

SUBJECT: MURDOCH GARDENS, INC.
(Name of corporation)

QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA 32314
6331.25

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:

WILLIAM B. MURDOCH, III
(Name of Person)
MURDOCH GARDENS, INC.
(Firm/Company)
4 N. WASHINGTON STREET
(Address)
EASTON, MARYLAND 21601
(City, State and Zip Code)

W94-11014

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

WILLIAM B. MURDOCH, III at (410) 822 - 2778
(Name of Person) Area Code & Daytime Telephone Number

66331.25

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

MAILING ADDRESS: *tc 3/1*
Qualification/Registration Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
SEP 11 1985



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

May 17, 1994

MURDOCH GARDENS, INC.
% WILLIAM B. MURDOCH, III
4 N. WASHINGTON ST.
EASTON, MD 21601

SUBJECT: MURDOCH GARDENS, INC.
Ref. Number: W94000011014

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

Number 6 of the application must be completed. If the corporation has not transacted business or conducted its affairs in Florida because it has not received confirmation from this office, please insert the words "upon qualification" in lieu of a date.

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by 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) 487-6094.

Steven Harris
Corporate Specialist

Letter Number: 894A00023497



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

August 25, 1994

MURDOCH GARDENS, INC.
% WILLIAM B. MURDOCH, III
4 N. WASHINGTON ST.
EASTON, MD 210

SUBJECT: MURDOCH GARDENS, INC.
Ref. Number: W94000011014

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 MURDOCH GARDENS, INC. The application was rejected on May 17, 1994. I have enclosed a copy of the letter for your convenience. 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.

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) 487-6094.

Steven Harris
Corporate Specialist

Letter Number: 994A00039030



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

September 26, 1994

MURDOCH GARDENS, INC.
% WILLIAM B. MURDOCH, III
4 N. WASHINGTON ST.
EASTON, MD 21601

SUBJECT: MURDOCH GARDENS, INC.
Ref. Number: W94000011014

We have received your document for MURDOCH GARDENS, 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:

Section 607.1502(4), Florida Statutes, requires this office to collect a \$500 penalty fee for each year this entity transacted business in Florida prior to qualification and the appropriate charter tax and annual report fees that would have been due this office had the corporation qualified the year it began operations in this state. Please complete the enclosed form INHSE37 and contact this office for the charter tax due. The amount entitled this office in annual report fees and penalty fees is \$6331.25.

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) 487-6094.

Steven Harris
Corporate Specialist

Letter Number: 894A00042947



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

December 1, 1994

MURDOCH GARDENS, INC.
% WILLIAM B. MURDOCH, III
4 N. WASHINGTON ST.
EASTON, MD 21601

SUBJECT: MURDOCH GARDENS, INC.
Ref. Number: W94000011014

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 MURDOCH GARDENS, INC..

The referenced application states that the corporation has transacted business in the State of Florida since January 1, 1983. You were notified by letter dated September 26, 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 \$6331.25 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.

Steven Harris
Corporate Specialist Letter No. 394A00051553

Enclosure

TELEPHONE (904) 886-2183
FAX (904) 886-0762

GEORGE C. KELLEY P.A.
ATTORNEYS AT LAW

100 EAST MAIN STREET, SUITE 100
APOPKA, FLORIDA 32701

December 1, 1994

Mr. Steven Harris
Corporate Specialist
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

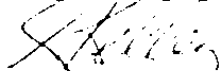
RE: Murdoch Gardens, Inc.
Ref. Number W94000011014

Dear Mr. Harris:

Enclosed is copy of letter my client received back in September. Your calculation seems to pick up a fee that did not exist by statute in earlier years you now want to apply. I don't think the statute is retroactive and obviously this is something that will need to be judicially determined.

Accordingly, if you are now denying my client the right to do business we suggest that your agency proceed pursuant to the terms of F.S. 607.15315 and confirm my client's right to do business is revoked so we can proceed with the appropriate circuit court action.

Very truly yours,



GEORGE C. KELLEY, P.A.

GCK:dc

cc: Murdoch Gardens, Inc.

*Called and discussed situation 12/5/94 - Mr Kelly requested
copies of all correspondence. Wants case judicially determined
RK 12/5*

TELEPHONE (407) 886-2100
FAX (407) 886-0762

GEORGE C KELLEY PA
ATTORNEY AT LAW

100 EAST MAIN STREET, P.O. BOX 1142
APOPKA, FLORIDA 32703

REGULAR AND CERTIFIED MAIL

December 15, 1994

Douglas Sunshine, Esq.
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Murdoch Gardens, Inc.
Ref. Number W94000011014

Dear Mr. Sunshine:

As a brief summary of the above referenced matter may I point out that my client has been doing business in Florida since 1983 to the present without formally being authorized through your division to do business in this State. They have annually filed a corporate tax return with the State of Florida from 1983 to the present but were not aware of nor did they comply with the terms what then (1983) would have been 607.354 of the Florida Statues.

They have made application for the calendar 1994 and your division has accepted their check and cashed it but have yet to confirm that my client's are authorized to do business in the State of Florida. The letter of December 1, 1994, suggests that until they receive "prior notification" the application will not be processed.

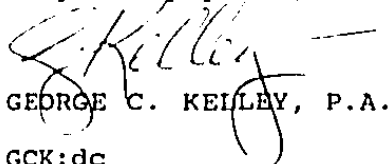
You have the application, you have accepted the money for 1994 and now claim \$6,331.25 is owed back to 1983. We disagree so this must be resolved one way or another. F.S. 607.354, is almost verbatim to the current statute but repealed in 1989. The statute which you have the sole authority to collect any fee under became effective July 1, 1990, and that is F.S. 607.152. It is not retroactive. Please recalculate the penalty that would include the penalty from July 1, 1990 to the present, and not January 1, 1983.

It seems that your division is trying to impose a fine for 1994 and possibly 1995 by refusing to authorize my client to do business at the present time so we want to be authorized to do business in the State of Florida now for 1994 and obviously for 1995. If you are

Douglas Sunshine, Esq. December 15, 1994 Page 2

not going to do so, then we must proceed under F.S. 607.1532 and file suit in the Circuit Court in Orange County. To do so I must have your formal notification of the fact that my client's authorization to do business in the State of Florida has been revoked. If you are saying that he does not even have the right to begin, we need that confirmation as well. If you feel your letter of December 1st is adequate for this confirmation please advise so we can file suit right away. If I am lacking something and need a formal revocation please provide it. We must get this resolved because we do not plan for my client to be fined for 1994 nor 1995, but are willing to accept the consequences from July 1, 1990, to the present.

Very truly yours,



GEORGE C. KELLEY, P.A.

GCK:dc
Enclosure

cc: Murdoch Gardens, Inc.

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. MURDOCH GARDENS, 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. MARYLAND 3. 52-1107746
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 10/01/77 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 1983
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 4 N. WASHINGTON STREET
EASTON, MARYLAND 21601
(Current mailing address)

8. GROWER OF PLANTS
(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: Juanda M. Gallagher
Office Address: 666 west Marshall Lake
P O Box 1047
Apopka, Florida, 32703
(Zip Code)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JAN 11 1978
PM 1:56

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.

Juanda M. Gallagher
(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 SEE OFFICERS IN B

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: WILLIAM B. MURDOCH, III

Address: 4 N. WASHINGTON STREET

EASTON, MARYLAND 21601

Vice President: WILLIAM B. MURDOCH, IV & THOMAS MURDOCH

Address: 4 N. WASHINGTON STREET

EASTON, MARYLAND 21601

Secretary: MARJORIE MURDOCH

Address: 4 N. WASHINGTON STREET

EASTON, MARYLAND 21601


Treasurer: MARJORIE MURDOCH

Address: 4 N. WASHINGTON STREET

EASTON, MARYLAND 21601

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

13.

 _____ 5/12/94
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

William B. Murdoch III
(Typed or printed name and capacity of person signing application)

STATE OF MARYLAND

290112

DEPARTMENT OF ASSESSMENTS AND TAXATION

401 West Preston Street - Baltimore, Maryland - 21201

I, MADONNA WILKINSON, CLERK OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE DEPOSITARY OF THE RECORDS OF THIS STATE, RELATING TO THE FORMATION OF SUBSIDIAR OR CORPORATE CHARTERS, IN THE EVENT OF COOPERATIVE TO TRANSACT BUSINESS IN THIS STATE, AND I AM THE FIRST TO FILE TO EXHIBIT THIS CERTIFICATE.

I FURTHER CERTIFY THAT

ARTICLES OF INCORPORATION OF MORNWYN GARDENS, INC. AND CERTS WERE RECEIVED AND APPLIED FOR RECORD ON MAY 25, 1995 AT 9:30 A.M.

I FURTHER CERTIFY THAT THE CORPORATION IS IN GOOD STANDING WITH THE DEPARTMENT AT THE TIME OF THIS CERTIFICATE.

95 MAR - 1 PM 1:57

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

