

F95000001613

TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

800001364398
-12/28/94--01057--010
*****70.00 *****70.00

SUBJECT: SIWE INCORPORATED
(Name of corporation - must include suffix)

500001449485
-04/06/95--01049--005
*****700.00 *****700.00

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:

RICHARD H. JOHNSON
(Name of Person)
SIWE INCORPORATED
(Firm/Company)
10520 NEWKICK STREET, SUITE 201
(Address)
TALLAHASSEE, FL 32310
(City, State and Zip Code)

~~10520 NEWKICK STREET~~

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

RICHARD H. JOHNSON at (214) 401-2270
(Name of Person) Area Code & Daytime Telephone Number

544

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR -1 AM 9:45

COURIER ADDRESS:

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

MAILING ADDRESS:

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



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

December 28, 1994

SIMI INCORPORATED
% RICHARD H. JOHNSTON
10580 NEWKIRK ST., SUITE 301
DALLAS, TX 75220

SUBJECT: SIMI INCORPORATED
Ref. Number: W94000027406

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95 APR -4 AM 9:45

We have received your document for SIMI INCORPORATED and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the CORPORATE SPECIALIST indicated.

A certificate of existence, 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.

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 \$700.00.

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.

If you have any questions concerning the filing of your document, please call (904) 487-6094.

Steven Harris
Corporate Specialist

Letter Number: 694A00054573

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DIVISION OF CORPORATIONS
95 APR -4 AM 9:45



10580 newkirk street, suite 301, dallas, tx 75220 214 - 401 - 2870 fax 214 - 869 - 1502

February 9, 1995

Qualification/Tax Lien Sec.
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
Attention: Steven Harris, Corporate Specialist

Re: SIMI Incorporated #W94000027406

In accordance with the Florida Department of State Letter #694A00054573, attached are the Resolution of Board of Directors adopting an alternate corporation name and a Certificate of Existence dated January 3, 1995.

Since beginning business in Florida on May 9, 1993, SIMI has complied with all tax and reporting requirements to the best of our knowledge. Specifically, SIMI has filed monthly Sales and Use Tax Returns and quarterly Unemployment Tax and Wage Reports and since May 9, 1993. Although the State of Florida was aware of SIMI's presence in the state and provided SIMI with information for the above reporting requirements, no notice was given for the need to file an Application by Foreign Corporation for Authorization to Transact Business in Florida (the Application) or Annual Reports. SIMI, upon notification from our CPA firm, filed the Application and paid the \$70.00 fee as soon as we were made aware of the requirement.

While we do not object to paying the past due Annual Report fees, we do not feel we should be assessed a \$500 per year penalty since we were not notified of the requirement.

Your consideration of this matter is appreciated.

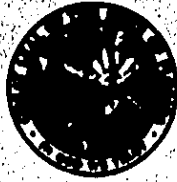
Sincerely,

Nancy Perez

Nancy Perez
Controller

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR -4 AM 9:45





FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 21, 1995

Nancy Perez
Simi Incorporated
10580 Newkirk St., Suite 301
Dallas, TX 75220

RE: Simi Incorporated

Dear Ms. Perez,

Thank you for your letter dated February 9, 1995, concerning the civil penalties and annual report fees due this office by Simi Incorporated, for transacting business in Florida without authority.

Please be advised that compliance with Florida's revenue laws does not grant a foreign corporation authority to transact business in Florida as required by s. 607.1501, Florida Statutes, authority of foreign corporations required (copy enclosed). Section 607.1501(1), F.S., states "a foreign corporation may not transact business in this state until it obtains a certificate of authority from the Department of State". This law is considered notice to foreign corporations of their filing requirement.

If Simi Incorporated has transacted business in Florida within the meaning of s. 607.1501, F.S., without proper authority since May 9, 1993, as stated on its application, then it is liable for \$700 in minimum civil penalties and annual report fees, pursuant to s. 607.1502(4), F.S. (copy enclosed). Please remit these referenced fees immediately so that this office may grant Simi Incorporated a certificate of authority to lawfully transact business in Florida.

If you have any further questions regarding this matter, please write the Foreign Qualifications/Tax Lien Section, P.O. Box 6327, Tallahassee, FL. 32314, or call at (904) 487-6094.

Sincerely,

Steven Harris, Corporate Specialist
Division of Corporations
Enclosures


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DIVISION OF CORPORATIONS
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RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Richard H. Johnston, do hereby certify that this Resolution of the Board of Directors of SIMI INCORPORATED, a corporation duly organized and existing under the laws of the State of Texas, was duly adopted on January 13, 1995.

Resolved, that SIMI INCORPORATED, organized and existing in the State of Texas, hereby adopts the name SIMI INCORPORATED - Texas for use in Florida.

Dated: January 13, 1995


Signature of at least one director

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DIVISION OF CORPORATIONS
95 APR -4 AM 9:45

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. SIME 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. TEXAS 3. 75-2419197
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 9/26/91 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 5/9/93
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 10520 NEWKIRK STREET SUITE 201
DALLAS TX 75220
(Current mailing address)

8. RETAIL CLOTHING STORE
(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: NANCY BACON

Office Address: 5503 FACTORY SHOPS BLVD.

ELLENTON, Florida, 34222
(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.

Nancy C. Bacon
(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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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR -4 AM 9:15

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

A. DIRECTORS

Chairman: FRANCES A. JOHNSTON

Address: 10520 NEWKIRK STREET, SUITE 201
DALLAS TX 75220

Vice Chairman: N/A

Address: _____

Director: RICHARD A. JOHNSTON

Address: 10520 NEWKIRK STREET, SUITE 201
DALLAS TX 75220

Director: ROBERTO ZAMERANO

Address: 10520 NEWKIRK STREET, SUITE 201
DALLAS TX 75220

B. OFFICERS

President: RICHARD A. JOHNSTON

Address: 10520 NEWKIRK STREET, SUITE 201
DALLAS TX 75220

Vice President: N/A

Address: _____

Secretary: FRANCES A. JOHNSTON

Address: 10520 NEWKIRK STREET, SUITE 201
DALLAS TX 75220

Treasurer: RICHARD A. JOHNSTON

Address: 10520 NEWKIRK STREET, SUITE 201
DALLAS TX 75220

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

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

14. Richard Johnston, President
(Typed or printed name and capacity of person signing application)



The State of Texas

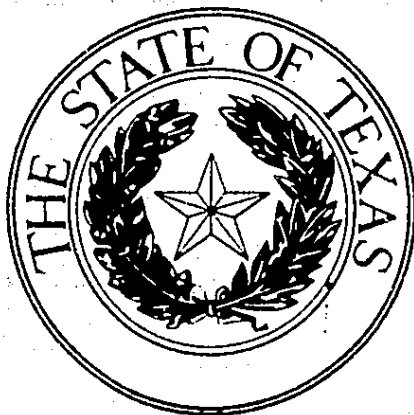
SECRETARY OF STATE

IT IS HEREBY CERTIFIED, that
Articles of Incorporation
of

SIMI INCORPORATED

were filed in this office and a certificate of incorporation was issued on
SEPTEMBER 26, 1991;

IT IS FURTHER CERTIFIED, that no certificate of dissolution has been issued, and
that the corporation is still in existence.



IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on January 3, 1995.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR -4 AM 9:45

David Kirk PH
Secretary of State



10580 newkirk street, suite 301, dallas, tx 75220

214 · 401 · 2870

fax 214 · 869 · 1502

F95000001613

April 12, 1995

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: SIMI Incorporated Document Number F95000001613

Please note our new address and phone number:

SIMI Incorporated
15950 Midway Road
Dallas, TX 75244
(214) 404-1933

Sincerely,

Nancy Perez

Nancy Perez
Controller

Jw
4-19-95

