

F95000001788

TRANSMITTAL LETTER

**TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS**

900001444399
-03/31/95--01005--002
*****70.00 *****70.00

SUBJECT: J.N.D. INVESTMENTS LIMITED
(Name of corporation)

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 J. Williams
(Name of Person)

J.N.D. INVESTMENTS LIMITED
(Firm/Company)

33 Gibson Avenue
(Address)

Toronto, Ontario, Canada M5R 1T4
(City, State and Zip Code)

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

David J. Williams
(Name of Person)

at (905) 470-9293
Area Code & Daytime Telephone Number

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 APR 12 PM 1:24

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

March 31, 1995

WILLIAMS, PARKER, HARRISON, DIETZ & GETZEN
% MICHELE BOARDMAN GRIMES
P.O. BOX 3258
SARASOTA, FL 34230-3258

SUBJECT: J.N.D. INVESTMENTS LIMITED
Ref. Number: W95000007048

We have received your document for J.N.D. INVESTMENTS LIMITED and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The use of LIMITED or LTD. is not sufficient as a corporate suffix. The name must include a word such as INCORPORATED, INC., CORPORATION, CORP., COMPANY, or CO.

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: 595A00014671

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 12 PM 1:24

WILLIAMS, PARKER, HARRISON, DIETZ & GETZEN

PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

1880 RINGLING BOULEVARD

MAILING ADDRESS: P.O. BOX 3258

SARASOTA, FLORIDA 34230-3258

WILLIAM T. HARRISON, JR.
GEORGE A. DIETZ
MONTE K. MARSHALL
JAMES L. RITCHEY
HUGH MCPHEETERS, JR.
WILLIAM G. LAMBRECHT
JOHN T. BERTEAU
JOHN V. CANNON III
CHARLES D. BAILEY, JR.
J. MICHAEL HARTENSTINE
MICHELE BOARDMAN GRIMES
JAMES L. TURNER
WILLIAM M. SEIDER
ELIZABETH C. MARSHALL
ROBERT W. BENJAMIN
FRANK STRELEC
TERRI JAYNE SALT

DAVID A. WALLACE
JEFFREY A. GREBE
JOHN L. MOORE
MARK A. SCHWARTZ
STEPHANIE EDWARDS
RIC GREGORIA
MORGAN R. BENTLEY
SUSAN BARRETT JEWELL
CAROL ANN KALISH
LINDA R. GETZEN
KIMBERLY J. PAGE
PHILLIP D. ECK

OF COUNSEL
WILLIAM I. GETZEN
FRAZER F. HILDER
ELVIN W. PHILLIPS

J. J. WILLIAMS, JR. 11886-19881
W. DAVID PARKER 11920-19821

ENTRANCES ON:
RINGLING BOULEVARD
AND ORANGE AVENUE

TELEPHONE (813) 366-4800
FACSIMILE (813) 366-5109

March 24, 1995

Foreign Qualification and Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: J.N.D. Investments Limited
FEI #98-0112192

Gentlemen:

As counsel for J.N.D. Investments Limited (the "Corporation") we have been asked to respond to the inquiry you addressed to the Corporation earlier this year concerning the applicability of Section 607.1501 Florida Statutes to the Corporation.

Having reviewed relevant statutory and case law, we have concluded that the Corporation's activities in Florida, while requiring the filing of Florida's corporate tax returns, do not require a Certificate of Authority from the Florida Department of State. As you must certainly be aware, the threshold of activities requiring corporate qualifications under Section 607.1501 is significantly higher than the threshold of activities subjecting a foreign corporation to local taxation.

We have advised the Corporation that it must obtain a Certificate of Authority from the Florida Department of State prior to transacting business in Florida, in the event the Corporation should in the future conduct activities in Florida constituting the transaction of business for purposes of Section 607.1501, Florida Statutes.

Sincerely yours,

Michele Boardman Grimes
For the Firm

MBG/cjm

cc: J.N.D. Investments Limited
-115409

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 12 PM

Reconciled

53/28

WILLIAMS, PARKER, HARRISON, DIETZ & GETZEN

PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

1550 RINGLING BOULEVARD

MAILING ADDRESS: P.O. BOX 3256

SARASOTA, FLORIDA 34230-3256

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WILLIAM E. GETZEN
FRAZER F. HILDER
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J. J. WILLIAMS JR. 11880-19881
W. DAVIS PARKER 11920-19821

ENTRANCES ON:
RINGLING BOULEVARD
AND ORANGE AVENUE

TELEPHONE (813) 366-4800
FACSIMILE (813) 366-5109

March 28, 1995

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

Re: J.N.D. Investments Limited

Ladies and Gentlemen:

Enclosed please find an Application by Foreign Corporation for Authorization to Transact Business in Florida. A Certificate of Status for the corporation is also enclosed indicating its good standing under Ontario law.

Also enclosed is a check in the amount of \$70.00 to cover the Filing Fee and the Registered Agent Designation Fee.

We have enclosed a copy of the Application, and would appreciate your stamping the copy indicating filing of the original and return it to our office using the enclosed, stamped return envelope.

If any questions arise in connection with this filing, please contact me immediately.

Sincerely yours,

Michele Boardman Grimes

Michele Boardman Grimes
For the Firm

MBG/cjm

Enc.

cc: J.N.D. Investments Limited

-115415

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 1 1995
PM 1:26

WILLIAMS, PARKER, HARRISON, DIETZ & GETZEN

PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

1550 RINGLING BOULEVARD

MAILING ADDRESS: P.O. BOX 3255

SARASOTA, FLORIDA 34230-3255

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OF COUNSEL
WILLIAM E. GETZEN
FRAZER F. HILDER
ELVIN W. PHILLIPS

J. J. WILLIAMS, JR. (1956-1988)
W. DAVIS PARKER (1920-1982)

ENTRANCIS CN:
RINGLING BOULEVARD
AND ORANGE AVENUE

TELEPHONE (813) 355-4600
FACSIMILE (813) 355-5100

April 3, 1995

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

Re: J.N.D. Investments Limited, Inc.
Ref. Number W95000007048

Ladies and Gentlemen:

Enclosed please find a revised Application by Foreign Corporation for Authorization to Transact Business in Florida. The word "Inc." has been added as a part of the name of the corporation, as directed in your letter dated March 31, 1995, a copy of which is enclosed. The original Application, together with attachments and check, were mailed to you March 28, 1995.

We have also enclosed a copy of the Application and would appreciate your stamping the copy indicating filing of the original and return it to our office using the enclosed, stamped return envelope.

If you require anything further in connection with this filing, please contact me immediately.

Sincerely yours,

Michele Boardman Grimes
Michele Boardman Grimes
For the Firm

MBG/cjm
Enc.

cc: J.N.D. Investments Limited, Inc.
-115415

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
APR 12 1995 1:24

**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. J.N.D. INVESTMENTS LIMITED, 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. Ontario, Canada
(State or country under the law of which it is incorporated)
3. 98-0112192
(FEI number, if applicable)
4. January 31, 1986
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. No business has yet been transacted.
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 33 Gibson Avenue
Toronto, Ontario, Canada M5R 1T4
(Current mailing address)
8. In future, any and all lawful business.
(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:**
MICHELE BOARDMAN GRIMES, ESQ.
Name: WILLIAMS, PARKER, HARRISON, DIETZ & GETZEN
Office Address: 1550 Ringling Boulevard
Sarasota, Florida, 34238
(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.

Michele Boardman Grimes

(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: Judith A. Williams
Address: 33 Gibson Avenue
Toronto, Ontario, Canada M5R 1T4

Vice Chairman: _____
Address: _____

Director: David J. Williams
Address: 33 Gibson Avenue
Toronto, Ontario, Canada M5R 1T4

Director: _____
Address: _____

B. OFFICERS

President: Judith A. Williams
Address: 33 Gibson Avenue
Toronto, Ontario, Canada M5R 1T4

Vice President: _____
Address: _____

Secretary: David J. Williams
Address: 33 Gibson Avenue
Toronto, Ontario, Canada M5R 1T4

Treasurer: _____
Address: _____

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

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

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



Ministry of
Consumer and
Commercial Relations

Ministère de
la Consommation
et du Commerce

Business Division
Companies Branch
393 University Ave Suite 200
Toronto ON M5G 2M2

Direction des affaires commerciales
Direction des compagnies
393 ave University Bureau 200
Toronto ON M5G 2M2

Certificate of Status Certificat de Statut Documentaire

This is to certify that according to the
records of the companies branch

Je certifie par les présentes que, conformément
aux dossiers de la Direction des compagnies,

J.N.D. INVESTMENTS LIMITED

Ontario Corporation No.

Numéro matricule de la personne morale en Ontario

000652542

is a corporation incorporated, amalgamated
or continued under the laws of
the Province of Ontario.

est constituée, fusionnée ou prorogée en vertu
des lois de la province de l'Ontario.

The corporation came into existence on

La personne morale a été fondée le

JANUARY 31 JANVIER, 1986

and has not been dissolved.

et n'a pas été dissoute.

Dated

Fait le

FEBRUARY 10 FEVRIER, 1995

Assistant

Controller of Records
Contrôleur des dossiers

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
55 APR 12 PM 1995