

F95000001812

TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

800001441338
-03/28/95--01061--008
*****78.75 *****78.75

SUBJECT: DESIGN DATA, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

000001456990
-04/14/95--01076--008
*****700.00 *****700.00

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:

SAMUEL F. SPEERS

(Name of Person)

DESIGN DATA INC

(Firm/Company)

5215 CANTERBURY DR.

(Address)

SARASOTA, FL 34243

(City, State and Zip Code)

~~WAS 6805~~

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

SAMUEL F. SPEERS at (813) 351-3320
(Name of Person) Area Code & Daytime Telephone Number

508-636-8790 AFTER JUNE 15, 95

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 14 AM 8:25

S⁴/₁₄

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

Sandra B. Mortham
Secretary of State

March 29, 1995

NAMACK, CLARK & KEENEY
% LISA KANE DEVITTO
1800 SECOND ST., SUITE 920
SARASOTA, FL 34236

SUBJECT: DESIGN DATA, INC.
Ref. Number: W95000006865

We have received your document for DESIGN DATA, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

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 \$3896.25.

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.

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

Steven Harris
Corporate Specialist

Letter Number: 595A00014163

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NAMACK, CLARK & KEENEY

ATTORNEYS AT LAW

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

1800 SECOND STREET

SUITE 920

SARASOTA, FLORIDA 34236

WILLIAM H. NAMACK III*

JAMES C. CLARK

JAMES D. KEENEY

LISA KANE DEVITTO

***BOARD CERTIFIED WILLS,
TRUSTS AND ESTATES LAWYER**

March 24, 1995

TELEPHONE

813-385-5996

FAX

813-384-9805

Mr. Hart Collins, Section Supervisor
Foreign Qualification and Tax Lien Section
Post Office Box 6327
Tallahassee, Florida 32314

Re: Design Data, Inc.; FEI # 05-0382084

Dear Mr. Collins:

I have been retained by Design Data, Inc., a Rhode Island corporation, regarding the need for the company to obtain a certificate of authority to do business in the State of Florida, in connection with the notice from your department dated January 12, 1995.

Mr. Speers, the President and principal shareholder of Design Data, Inc., has chosen to file for a certificate of authority to do business in Florida. In an abundance of caution, Mr. Speers is choosing the date of doing business in Florida as 1989. He would like to resolve all questions about his authority to do business in Florida as quickly and expeditiously as possible. He would also appreciate consideration of his situation in the determination of penalties and fees imposed by failure to obtain a certificate of authority in the past five years.

Design Data is a small corporation, the sole shareholder and President of which is Mr. Speers. Mr. Speers is a retired, elderly, gentleman who is 68 years of age. He divides his time between his home in Florida, and home and business visits to the Northeast. The business of Design Data is primarily licensing of the use of patents for inventions of Mr. Speers, which are owned by the company, to a company that is out-of-state. The company also contracts for the manufacture of novelty products based on these patents and sells them at wholesale, primarily outside the state of Florida. The bulk of the company's business is done in interstate commerce. The gross profit in 1994 was approximately \$37,000 and the company has no employees.

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Mr. Hart Collins
March 24, 1995
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In 1989, Mr. Speers began spending appreciably more of his retirement time in Florida, and began filing the income tax return of the corporation here, although the company has less than one percent of income attributable to sales in Florida in any year. He received no advice from his accountant at the time on the possibility of apportioning his taxes between Florida and his home state, nor did his accountant advise him of the need to file for a certificate of authority to do business in Florida. He has probably paid far more income taxes to Florida than actually required.

In short, Design Data is a small company that inadvertently, through lack of adequate advice, has failed to obtain a certificate of authority to do business in Florida. The primary connection with the state for the past five years is that the company President resides in the state, and tax returns are filed here. Income taxes have probably been overpaid. Ninety-nine percent of company business is in interstate commerce, and business is conducted primarily by Mr. Speers and his wife, wherever they happen to be at the time. The company president, Mr. Speers, is an elderly gentleman, who is in good faith trying to obtain the necessary papers to qualify to do business in Florida as quickly as possible, and would appreciate your consideration in this matter.

Very truly yours,



Lisa Kane DeVitto

cc: Mr. Sam Speers

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NAMACK, CLARK & KEENEY

ATTORNEYS AT LAW

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

1800 SECOND STREET

SUITE 820

SARASOTA, FLORIDA 34236

LIAM H. NAMACK III*
JES C. CLARK
JAMES D. KEENEY
LISA KANE DEVITTO

*BOARD CERTIFIED WILLS,
TRUSTS AND ESTATES LAWYER

April 10, 1995

TELEPHONE
813-365-9896
FAX
813-364-9805

Re: Design Data, Inc.
File No. W95000006865

Mr. Steven Harris, Corporate Specialist
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Dear Mr. Harris:

With respect to the above referenced file,
enclosed is an Affidavit of Correction that is
submitted to supplement the corporation's previously
submitted application for authorization to do business
in Florida. Enclosed also is a corporation check in
the amount of \$700.00, which I believe is the amount
necessary to pay the annual report fees and the penalty
fees.

If you need further information, or the check is
not in the correct amount, please contact me.

Very truly yours,

Lisa Kane DeVitto
Lisa Kane DeVitto

c: Samuel F. Speers

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95 APR 14 AM 8:25

Re: Design Data Inc. File No. W95000006865
Department of State, Division of Corporations

AFFIDAVIT OF CORRECTION

STATE OF FLORIDA
COUNTY OF SARASOTA


SAMUEL F. SPEERS, being first duly sworn deposes
and says as follows:

1. That he is President of Design Data Inc., a
Rhode Island corporation.
2. That the said corporation, Design Data Inc.,
has previously submitted an application to the Florida
Department of State for authorization to transact
business in Florida, a copy of which is attached hereto
and is incorporated herein by reference.
3. That erroneous data was listed on said
application, in line 6, namely, that the date on which
said corporation commenced doing business in Florida
was May 1, 1989.

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4. That the correct date which the said corporation, Design Data Inc., commenced transacting business in, or conducting its affairs in the State of Florida, is February 1, 1994.

FURTHER AFFIANT SAYETH NOT.



SAMUEL F. SPEERS

The foregoing Affidavit of Correction was subscribed and sworn to before me this 10th day of April, 1995, by SAMUEL F. SPEERS, who produced _____ as identification or who is personally known to me.



Notary Public *Mary Lou Odom*

Commission Expires:



MARY LOU ODOM
MY COMMISSION # CC346458 EXPIRES
January 25, 1998
BONDED THRU TROY FARM INSURANCE, INC.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 14 AM 8:25

**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. DESIGN DATA 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. RHODE ISLAND
(State or country under the law of which it is incorporated)
3. 05-0382084
(FEI number, if applicable)
4. 4-24-79
(Date of Incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. 5-1-89
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. 5215 CANTERBURY DR.
SARASOTA, FL 34243
(Current mailing address)
8. DESIGN OF MASS PRODUCED PRODUCTS + CONSULTING
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
SERVICES
9. Name and street address of Florida registered agent:
Name: Lisa Kane DeVitto
Office Address: 1800 Second St., Suite 920
Sarasota, Florida, 34239
(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.

Lisa Kane DeVitto
(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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SAMUEL F. SPEERS

Address: 5215 CANTERBURY DR.

SARASOTA, FL 34243

Vice President: MARK S. SPEERS

Address: 187 GROVE ST.

WELLESLEY, MA 02181

Secretary: ARLENE V. SPEERS

Address: 5215 CANTERBURY DR.

SARASOTA, FL 34243

Treasurer: SAMUEL F. SPEERS

Address: 5215 CANTERBURY DR.

SARASOTA, FL 34243

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

13.

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

14.

SAMUEL F. SPEERS, PRES.
(Typed or printed name and capacity of person signing application)



State of Rhode Island and Providence Plantations
Office of The Secretary of State
100 North Main Street
Providence, Rhode Island
02903-1335

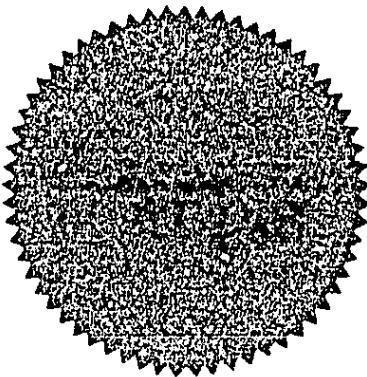
I, James R. Langevin, Secretary of the State of Rhode Island and
Providence Plantations, **HEREBY CERTIFY** that
DESIGN DATA, INC.

a Rhode Island corporation, filed original articles of Incorporation
in this office on the twenty-fourth day of April A.D., 19 79 ;

I **FURTHER CERTIFY** that said corporation is now of record and in
good standing in this office.

IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed the seal of the
State of Rhode Island this twenty-third
day of January A.D., 19 95

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James R. Langevin
Secretary of State

By India. L. L. L.
Acting Deputy Secretary of State