


F95000003472

December 17, 1993

CT Corporation System
2 Oliver Street
Boston, MA 02109
617 402 4420
Fax 617 402 9807

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Sullivan Bros. Printers, Inc. (MA)
Order #: 69847

900001542608
-07/20/95--01076--007
***8691.25 ***8691.25

Gentlemen:

W93-26,929

As requested by counsel, we enclose for filing
qualification documents on behalf of this corporation,
together with funds in payment of the required fees.
This document should be filed upon receipt.

Evidence of the filing should be returned to this office
along with one certificate of status.

If you have any questions or if for any reason the filing
cannot be effected promptly, please notify this office of
the details by calling our toll-free number: 1-800-225-
2034.

Very truly yours,



Christine M. Eastwine
Technical Specialist

/cme

Enclosure(s)

Special Instructions: PLEASE OBTAIN ONE CERTIFICATE OF
STATUS UPON QUALIFICATION AND FORWARD TO MY ATTENTION
ALONG WITH THE EVIDENCE. THANK YOU.

7/20

FILED
SECRETARY OF STATE
CORPORATE RECORDS
DIVISION
JUL 20 AM 9:19



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

December 22, 1993

CHRISTINE M. EASTWINE
CT SYSTEM
2 OLIVER STREET
BOSTON, MA 02109

SUBJECT: SULLIVAN BROS. PRINTERS, INC.
Ref. Number: W93000026929

We have received your document for SULLIVAN BROS. PRINTERS, INC. and your check(s) totalling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s).

Based upon information provided by the Florida Department of Revenue, pursuant to section 213.053(14), Florida Statutes, it appears that SULLIVAN BROS. PRINTERS, INC. has transacted business in Florida prior to submitting an "Application for Authority to Transact Business in Florida". The information received from the Florida Department of Revenue indicates September 1, 1977, as the initial date of transacting business in the State of Florida.

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 \$8,691.25.

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, an 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) 487-6958.



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

Leo Rivers
Document Examiner

Letter Number: 193A00142859

Leverone & Company

Certified Public Accountants

THREE SURVEY CIRCLE
MILFORD, MASSACHUSETTS 01862
(617) 272-5305
(508) 663-9750
FAX (508) 663-5154

February 18, 1994

Lee Rivers, Document Examiner
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Sullivan Bros. Printers, Inc.
Ref. No.: W93000026929
Letter No.: 193A00142859

Dear Lee Rivers:

We are in receipt of your notice requesting \$8,691.25 in annual report fees and penalties. We understand that the annual reports were not filed since September 1, 1977, but we honestly felt we were filing all the necessary tax returns to the Florida Department of Revenue since we commenced business in Florida in 1977. We apologize for the oversight and now ask for your consideration in abating the penalties assessed against Sullivan Bros. Printers, Inc.

The Company has gone through some horrendous financial times and now appears to be turning the corner to continued profitable operations. The payment of the penalties assessed will cause financial harm to the Company. The Company employs a number of Florida residents and enjoys conducting business in the pro-business environment of Florida. We would very much like to continue this relationship.

Please review this situation to determine if there is anything you can do to help bring this potential liability down to a more tolerable \$1,000-\$1,500 (3 years of penalties). Thank you for your understanding and consideration. We look forward to hearing from you.

Yours very truly,

LEVERONE & COMPANY

James C. Shannon III C.P.A.
James C. Shannon, III

JCS/dm

C. Ellen F. Sullivan



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

March 1, 1994

James C. Shannon, III
Leverone & Company, CPAs
Three Survey Circle
Billerica MA 01862

RE: SULLIVAN BROS. PRINTERS, INC. (W93000026929)

This letter is in response to your letter dated February 18, 1994, concerning the qualification of SULLIVAN BROS. PRINTERS, INC. to transact business in Florida.

We appreciate the fact that SULLIVAN BROS. PRINTERS, INC. has made a conscientious effort to comply with the laws of the State of Florida. However, any foreign corporation that intends to transact business in this state is required to obtain a certificate of authority from the Department of State prior to transacting business as stated in section 607.1501(1), Florida Statutes:

"A foreign corporation may not transact business in this state until it obtains a certificate of authority from the Department of State."

This office is statutorily mandated to collect the appropriate civil penalty of \$500.00 for each year or part thereof that a foreign corporation transacts business in this state without authority; this is the minimum penalty allowed by law. Florida law does not grant this office the authority to waive or dismiss these appropriate fees. 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.

Again, this office appreciates and does not question MORIX MANUFACTURING COMPANY's honorable intention to comply with the filing requirements and laws of the State of Florida. We therefore request that the balance of \$8,691.25 in appropriate penalty fees be remitted to this office within thirty (30) days so we may process the qualification documents and grant SULLIVAN BROS. PRINTERS, INC. authority to transact business in the State of Florida.

Page 2
SULLIVAN BROS. PRINTERS, INC.

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

Sincerely,
LEE RIVERS
Lee Rivers, Corporate Specialist
Division of Corporations
(904) 487-6958



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

March 14, 1994

CHRISTINE M. EASTWINE
CT SYSTEM
2 OLIVER STREET
BOSTON, MA 02109

SUBJECT: SULLIVAN BROS. PRINTERS, INC.
Ref. Number: W93000026929

*Do Not send
3rd notice.
Gone to Doug -
"may have
"completing reason..."*

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 SULLIVAN BROS. PRINTERS, INC..

This office received information provided by the Florida Department of Revenue, pursuant to section 213.053(14), Florida Statutes, which indicates that the corporation has transacted business in the State of Florida since September 1, 1977. You were notified by letter dated December 22, 1993, that because of failure to obtain a certificate of authority prior to transacting business in the State of Florida, the corporation is liable for \$8691.25 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.

Lee Rivers
Document Examiner Letter No. 294A00011328

Enclosure

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



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 29, 1995

VIA FACSIMILE: (508) 663-5151

Mr. Frank Morelli
Leverhoe & Company
Three Survey Circle
Billerica, Massachusetts 01862

Dear Mr. Morelli:

Re: Sullivan Bros. Printers, Inc.

Pursuant to your request, I have obtained the following information from the Division of Corporations which is a breakdown of the penalties and annual report fees enumerated in past correspondence for which your client, Sullivan Bros. Printers, Inc., is liable. The fees, penalties and applicable assessment years are as follows:

<u>Year</u>	<u>A.R. Fees</u>	<u>Penalty</u>
1993:	\$200.00	\$0.00
1992:	\$200.00	\$500.00
1991:	\$61.25	\$500.00
1990:	\$35.00	\$500.00
1989:	\$35.00	\$500.00
1988:	\$25.00	\$500.00
1987:	\$25.00	\$500.00
1986:	\$20.00	\$500.00
1985:	\$20.00	\$500.00
1984:	\$10.00	\$500.00
1983:	\$10.00	\$500.00
1982:	\$10.00	\$500.00
1981:	\$10.00	\$500.00
1980:	\$10.00	\$500.00
1979:	\$10.00	\$500.00
1978:	\$10.00	\$500.00
1977:	<u>\$0.00</u>	<u>\$500.00</u>
<u>TOTALS:</u>	\$691.25	\$8,000.00

Mr. Frank Morelli

June 29, 1995

Page Two

As you will note, the sum of the outstanding penalties and fees is \$8,691.25, and is consistent with past correspondence from the Division of Corporations. As I stated in our most recent telephone conversation, this amount reflects the accruals through 1993 and does not reflect additional penalties and fees which have accrued for 1994 and 1995. In the hope of resolving this matter, I will allow this amount to stand for settlement purposes until July 16, 1995.

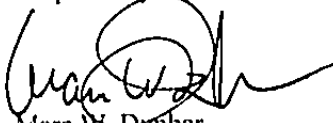
In the event your client chooses to forego this offer, our office will proceed to enforce the full extent of § 607.1502(4), Florida Statutes, which states as follows:

A foreign corporation which transacts business in this state without authority shall be liable to this state for the years or parts thereof during which it transacted business in this state without authority in an amount equal to all fees and taxes which would have been imposed by this act upon such corporation had it applied for and received authority to transact business in this state as required by this act. In addition to the payments thus prescribed, such corporation shall be liable for a civil penalty of not less than \$500 or more than \$1,000 for each year or part thereof during which it transacts business in this state without a certificate of authority. The Department of State may collect all penalties due under this subsection and may bring an action in circuit court to recover all penalties and fees due and owing the state.

In addition, the total amount of penalties and fees will be adjusted to reflect accruals through the end of 1995. For your records, if your client ignores this settlement offer, the minimum amount for which we will seek recovery will be \$19,091.25.

I hope that you find this information helpful in your dealings with your client. Upon evaluating this correspondence, if your client would like to resolve this matter prior to July 16th, please contact me, and I will forward the discussed settlement agreement for their signature. I appreciate your assistance in this matter. If you have any questions, please feel free to contact me at 904/488-3684.

Respectfully



Marc W. Dimbar

Assistant General Counsel

MWD/idi

STATE OF FLORIDA
DEPARTMENT OF STATE

IN RE: Sullivan Bros. Printers, Inc.

FILED
SECRETARY OF STATE
CORPORATIONS
55 JUL 20 AM 9:19

STIPULATION AND SETTLEMENT

COMES NOW the parties, the Department of State, Division of Corporations, (hereinafter referred to as the "Division"), and Sullivan Bros. Printers, Inc., a foreign corporation, and do hereby stipulate and agree to the following:

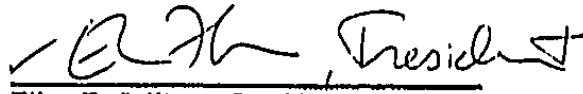
1. Sullivan Bros. Printers, Inc., is a Massachusetts corporation that has been transacting business in Florida since September, 1977.
2. Section 607.1501(1), Florida Statutes, provides that a foreign corporation may not transact business in this state until it obtains a certificate of authority from the Department of State.
3. The Division has jurisdiction over this matter pursuant to Section 607.1502(4), Florida Statutes.
4. Sullivan Bros. Printers, Inc. has violated the provisions of Section 607.1501, Florida Statutes, by transacting business in Florida without obtaining a certificate of authority from the Department of State. As a result, Sullivan Bros. Printers, Inc. is subject to penalties and fees as enumerated in Chapter 607, Florida Statutes.
5. In order to avoid litigation, and in accordance with the Department's authority, the parties agree to the following:
 - a. Sullivan Bros. Printers, Inc., agrees to pay \$8,691.25 in penalties and fees to the Division.

b. The Division agrees to continue processing the application of Sullivan Bros. Printers, Inc., for authority to transact business in this state upon receipt of the \$8,691.25. The Division further agrees that said payment shall represent a full settlement of all fees and penalties accrued by Sullivan Bros. Printers, Inc. since it began conducting business in Florida in 1977.

c. Each party shall be responsible for its own costs and fees.



Dave Mann
Director
Department of State
Division of Corporations



Ellen F. Sullivan, President
Sullivan Bros. Printers, Inc.

Executed on this 20th day
of July, 1995

Executed on this 10th day
of July, 1995.

**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. SULLIVAN BROS. PRINTERS, 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. MASSACHUSETTS 3. 04-2629081
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 7/1/77 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 117 MARGINAL STREET
LOWELL MA 01851
(Current mailing address)

8. PRINTING OF RACETRACK PROGRAMS WHICH ARE THEN RESOLD TO THE PUBLIC
(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: CT CORPORATION SYSTEMS

Office Address: 1200 SOUTH PINE ISLAND ROAD
PLANTATION, Florida, 33324
(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.

Patricia A. Canario
(Registered agent's signature)

PATRICIA A. CANARIO,
SPECIAL ASSISTANT SECRETARY

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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL 20 AM 9:29

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: JOSEPH E SULLIVAN

Address: 234 NEESEWORTH STREET

LOWELL MA

Director: MARY ANN SULLIVAN

Address: 77 MANSON STREET

LOWELL MA

B. OFFICERS

President: ELLEN F SULLIVAN

Address: 234 FAIRMONT STREET

LOWELL MA

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: ELLEN F SULLIVAN

Address: 234 FAIRMONT STREET

LOWELL MA

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

13.

ELLEN F SULLIVAN, President
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

ELLEN F SULLIVAN, President
(Typed or printed name and capacity of person signing application)

THIS DATA IS FOR INFORMATIONAL PURPOSES ONLY. CERTIFICATION CAN ONLY
BE OBTAINED THROUGH THE OFFICE OF THE MASSACHUSETTS SECRETARY OF STATE.

Detail display of Corporate Data for Massachusetts
For: SULLIVAN BROS. PRINTERS, INC.

Thru Date: 05/12/95

Item Number: 0001
Name: SULLIVAN BROS. PRINTERS, INC.
Address: 117 MARGINAL ST.
LOWELL MA 01854
Number: 042629081
Date: 09/01/1977
Originated: MA
Type: DOMESTIC
Profit: YES
Duration: PERPETUAL
Tax ID: 042629081
Foreign Date: 00/00/0000
Status: ACTIVE

REGISTERED AGENT INFORMATION
ELLEN F. SULLIVAN
234 FAIRMONT ST., LOWELL, MA

OFFICER/DIRECTOR INFORMATION
PRESIDENT: ELLEN F. SULLIVAN
234 FAIRMONT ST., LOWELL, MA
TREASURER: ELLEN F. SULLIVAN
234 FAIRMONT ST., LOWELL, MA

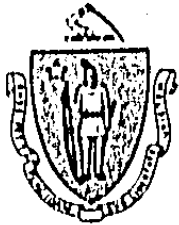
OTHER INFORMATION
NOT ON FILE

CORPORATE TAX INFORMATION
Tax Year Ends: 08/31

HISTORY INFORMATION

DATE	NUMBER	DESCRIPTION
01/06/1978	77008689	ARTICLES OF ORGANIZATION DOMESTIC (MASS)
06/30/1980	80046727	1979 ANNUAL REPORT (BUS) DOMESTIC & FOREIGN
06/30/1981	81003215	1980 ANNUAL REPORT (BUS) DOMESTIC & FOREIGN
02/08/1982	82101943	CHANGE (PROFIT) OFFICERS & DIRECTORS
04/01/1982	82011129	1981 ANNUAL REPORT (BUS) DOMESTIC & FOREIGN
03/02/1983	79035974	1979 ANNUAL REPORT (BUS) DOMESTIC & FOREIGN
06/08/1983	83037331	1982 ANNUAL REPORT (BUS) DOMESTIC & FOREIGN
12/20/1983	83075874	1983 ANNUAL REPORT (BUS) DOMESTIC & FOREIGN
06/07/1985	85004276	CHANGE (PROFIT) OFFICERS & DIRECTORS
	85039204	1984 ANNUAL REPORT (BUS) DOMESTIC & FOREIGN
05/18/1989	89047233	1988 ANNUAL REPORT (BUS) DOMESTIC & FOREIGN
	89047234	1987 ANNUAL REPORT (BUS) DOMESTIC & FOREIGN
	89047235	1986 ANNUAL REPORT (BUS) DOMESTIC & FOREIGN
	89047236	1985 ANNUAL REPORT (BUS) DOMESTIC & FOREIGN
08/21/1989	89007482	CHANGE (PROFIT) PRINCIPAL OFFICE
05/22/1990	90063831	1989 ANNUAL REPORT (BUS) DOMESTIC & FOREIGN
12/18/1990	90155570	1990 ANNUAL REPORT (BUS) DOMESTIC & FOREIGN
11/21/1991	91102568	1991 ANNUAL REPORT (BUS) DOMESTIC & FOREIGN
11/25/1992	92135543	1992 ANNUAL REPORT (BUS) DOMESTIC & FOREIGN
10/29/1993	93116292	1993 ANNUAL REPORT (BUS) DOMESTIC & FOREIGN
11/10/1994	94120945	1994 ANNUAL REPORT (BUS) DOMESTIC & FOREIGN

END OF DATA



The Commonwealth of Massachusetts
Office of the Secretary of State
State House, Boston 02133

MICHAEL J. CONNOLLY
SECRETARY OF STATE

December 1, 1993

TO WHOM IT MAY CONCERN:

I hereby certify that according to the records of this office

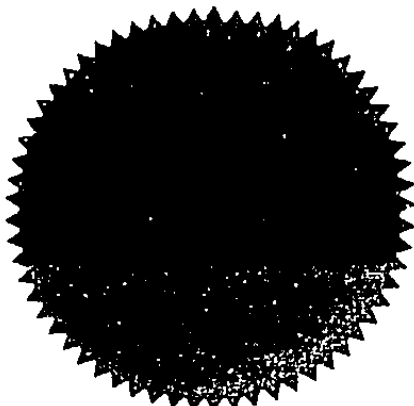
Sullivan Bros. Printers, Inc.

is a domestic corporation organized on September 1, 1977, under the General Laws of the Commonwealth of Massachusetts.

I further certify that no proceedings are presently pending under the Massachusetts General Laws Chapter 156B section 101 for said corporations dissolution; that no articles of dissolution have been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.

IN TESTIMONY of which, I have hereunto

affixed the Great Seal of
the Commonwealth on the
date first above written.



Michael J. Connolly

Secretary of State

This certificate is not a tax clearance. Certificates certifying all taxes due are payable to the corporation have been paid or provided for, are issued by the Department of Revenue.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL 20 AM 9:20

07/03/93

10003

LEVERAGE COMPANY + 15009704960

NO. 723

M-1

F95000003472

Florida Department of State, Sandra B. Mortham, Secretary of State

THIS FORM IS TO BE COMPLETED BY CORPORATIONS WHO HAVE BEEN
TRANSACTIONING BUSINESS IN FLORIDA PRIOR TO QUALIFICATION TO DETERMINE
CHARTER TAX THAT MUST BE PAID.

Authorized number of shares (itemized by class and par value) the corporation had when it first transacted
business in Florida. If shares have no par value, enter "NPV" and the number of shares.

NPV 500 SHARES

400001555814
100/09/95--01025--005
*****76.70 *****76.70

"VALUE" may be defined in any terms consistent with generally accepted accounting principles.

- A. Estimated value of all property owned by Corporation for the
year it first transacted business in Florida, wherever located. \$ 556,000.
- B. Estimated Gross amount of business transacted by the
Corporation for the year it first transacted business in Florida \$ 7,300,000
- C. Estimated Value of all property in Florida owned by the
Corporation for the year it first transacted business in Florida. \$ 105,000
- D. Estimated Gross amount of business transacted in Florida
by the Corporation during the year it first transacted business in Florida. \$ 1,100,000
- E. TOTAL of "A" and "B" \$ 7,856,000
- F. TOTAL of "C" and "D" \$ 1,205,000
- G. DIVIDE "F" by "E" \$ 15.34% .0153
- H. Corporations with par value stock:
Multiply "G" and Authorized Shares and their par value. \$ —
- I. Corporations with no par value stock:
Multiply "G" by Total Authorized Shares. \$ 76.70

THIS INFORMATION IS FOR OFFICE USE ONLY AND IS TO BE
COMPLETED BY DOCUMENT EXAMINER UPON QUALIFICATION

Document # _____

Corporation Name _____

Penalty Paid (per year) _____

Complaints Paid _____

Amount Paid for year (A) _____

(NHSE7(2/93))

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL 20 AM 9:26