

F95 ~~TRANSMITTAL~~ 4881

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

500001591775
-09/22/95--01075--009
*****70.00 *****70.00

SUBJECT: ENVIRONMENTAL LIGHTING CONCEPTS, INC.
(Name of corporation - must include suffix)

W95-19220

10-9

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:

500001591775
-10/11/95--01096--012
***1200.00 ***1200.00

Peter A. Roos

(Name of Person)

ENVIRONMENTAL LIGHTING CONCEPTS, INC.

(Firm/Company)

3923 COCONUT PALM DR #101

(Address)

TAMPA FL 33619

(City, State and Zip Code)

95 OCT -9 7:10:33
SECRET
DIVISION OF CORPORATIONS
TALLAHASSEE, FL

813 626 8790

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

Peter A. Roos

(Name of Person)

at (813) 621-0058

Area Code & Daytime Telephone Number

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

September 25, 1995

PETER A. ROOS
ENVIRONMENTAL LIGHTING CONCEPTS, INC.
3923 COCONUT PALM DR #101
TAMPA, FL 33619

SUBJECT: ENVIRONMENTAL LIGHTING CONCEPTS, INC.
Ref. Number: W95000019220

We have received your document for ENVIRONMENTAL LIGHTING CONCEPTS, 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):

The document must include original signatures.

A photocopy of the certificate of existence is not acceptable.

Please list the Federal Employer Identification number in the appropriate section of the application. If applied for, enter "applied for", or if not applicable, enter "N/A".

A brief description of the entity's nature of business must be included in the document.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 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 entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$6896.25.

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.

Doug Dickinson
Document Specialist

Letter Number: 895A00043751

LAW OFFICES OF

HERZFELD & RUBIN

801 BRICKELL AVENUE
SUITE 1501
MIAMI, FLORIDA 33131

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BROWARD: (305) 463-5908
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FELICIA M. WITT
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JEFFREY M. BELL
BRIAN S. ADLER
LAUREN S. BERMAN
ROBIN I. WILLNER
KENNETH D. BAXTER
KATHLEEN M. McDONOUGH
DONALD R. SIMPSON
TERESA J. URDA

* ALSO ADMITTED IN NEW YORK
** ALSO ADMITTED IN COLORADO

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GULF ATLANTIC CENTER
1901 WEST CYPRESS CREEK RD., SUITE 400
FT. LAUDERDALE, FLORIDA 33309
(305) 772-3599

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20 NORTH ORANGE AVE., SUITE 807
ORLANDO, FLORIDA 32801
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BULLOCK, CHILDS, PENDLEY,
REED, HERZFELD & RUBIN
BLACKSTONE BUILDING
233 EAST BAY STREET, SUITE 711
JACKSONVILLE, FLORIDA 32202
(904) 354-0286

OF COUNSEL

MARVIN I. WIENER, P.A.
BRIAN E. INGALLS
GREGORY J. RITTER

October 6, 1995

VIA FEDERAL EXPRESS

Mr. Doug Dickenson
Document Specialist
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: Environmental Lighting Concepts, Inc.
Ref. No: W95000019220

Dear Mr. Dickenson:

Pursuant to your letter of September 25, 1995 and our telephone conversation this morning, I am enclosing Environmental Lighting Concepts, Inc.'s ("Company") corrected Application by Foreign Corporation to Transact Business in Florida together with the sworn Affidavit and original Certificate of Good Standing from the State of Maryland Department of Assessment and Taxation. The corrected application provides for original signatures and a brief description of the nature of the business as required in your letter.

As we discussed, the Company erroneously indicated that it first transacted business in Florida on October 30, 1989. The sworn Affidavit contains the correct date. The Company distributes lighting fixtures manufactured in the Orient. The nature of its operation, however, does not constitute transacting business in the State of Florida as defined in the Florida Statutes since the orders received are shipped out of state. However, in 1994 the Company entered into an agreement with Office Depot to provide Office Depot locations throughout the United States with lighting fixtures. While this agreement arguably falls within the exemption

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40 WALL STREET
NEW YORK, NEW YORK 10005
TELEPHONE (212) 344-5500

HERZFELD & RUBIN
1925 CENTURY PARK EAST
LOS ANGELES, CALIFORNIA 90067
TELEPHONE (310) 553-0451

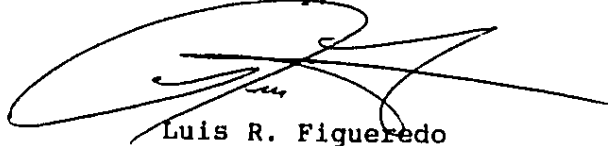
HANLON, LAVIGNE, TOPCHIK, HERZFELD & RUBIN
10 PARSONAGE ROAD
EDISON, NEW JERSEY 08837
TELEPHONE (908) 549-9880

October 6, 1995
Page 2

under 607.1501(2)(1) Florida Statutes since the Company is essentially engaged in business in inter-state commerce, some of the locations may have been located in Florida. Consequently, we are unclear as to whether the Company required a Certificate of Authority to transact business in the State of Florida for any lighting fixtures delivered to the Office Depot locations in Florida. Inasmuch, since it is vital to our client that it receive authorization to transact business in the State of Florida as expeditiously as possible, we are submitting the sum of \$1,200.00 to you to cover the penalty and cost of filing for 1994. We understand that in the event your legal counsel finds that the agreement with Office Depot does fall under the exception for transacting business in inter-state commerce, the Company will receive either a credit or a refund.

Thank you for your time and consideration.

Sincerely,

A handwritten signature in black ink, appearing to be "Luis R. Figueredo", written over a horizontal line.

Luis R. Figueredo

LRF:lc

AFFIDAVIT

On this day personally appeared before me, the undersigned officer duly authorized to administer oaths and take acknowledgements Fred M. Mendelsohn
(Officer name)

who after having first been duly sworn, upon oath deposes and says as follows:

1. I am Pres. Dent of ENVIRONMENTAL LIGHTING CONCEPTS, INC.
(capacity) (corporation name)

a corporation organized under the laws of Maryland
(state/country)

2. The "Application by Foreign Corporation for Authorization to Transact Business in Florida", submitted to the Florida Department of State, contained erroneous information.

3. ENVIRONMENTAL LIGHTING CONCEPTS, INC. has not transacted business in
(corporation name)
the State of Florida. The date of 10/30/89, as stated in section six (6) of its
(erroneous date)
application is erroneous. The previous activities conducted within the State of Florida by said corporation did not constitute the transaction of business pursuant to section 607.1501, Florida Statutes.

4. The correct date the corporation shall begin conducting its affairs in Florida shall be
1994

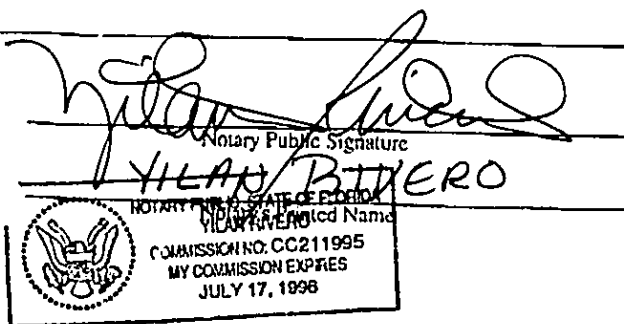
[Signature]
AFFIANI/OFFICER

On this 5th day of October, 1995, Fred M. Mendelsohn
personally appeared before me,

- ☒ who is personally known to me
☐ whose identity I proved on the basis of _____

My Commission Expires: _____

Seal



FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
OCT 30 - 9 11:10:33

APPLICATION BY FOREIGN CORPORATION TO TRANACT BUSINESS IN FLORIDA

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

1. ENVIRONMENTAL LIGHTING CONCEPTS, 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
(State or country under the law of which it is incorporated)
3. 59-2987219
(FEI number, if applicable)
4. 10/19/89
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. 10/30/89
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 3923 COCONUT PALM DRIVE, #101
TAMPA FL 33619
(Current mailing address)

8. Distribution of lighting fixtures.
(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: (P.O. Box or Mail Drop Box **NOT** acceptable)

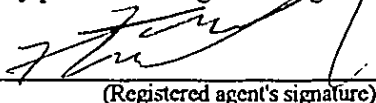
Name: Fred Mendelsohn, President

Office Address: 3923 COCONUT PALM DR

TAMPA, Florida, 33619
(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.


(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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT -9 11:10:31

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: FRED M. MENDELSON

Address: 5402 Burchette Rd., Tampa, FL 33647

Vice President: Phil Mendelsohn

Address: 9318 Heritage Oak Ct
Tampa FL 33647

Secretary: Peter Roos

Address: 105 30TH Ave
St. Pete Beach FL 33706

Treasurer: Fred Mendelsohn

Address: 5402 Burchette Rd., Tampa FL 33647

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

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

14. FRED M. MENDELSON
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT -9 AM 10:34

STATE OF MARYLAND

389992

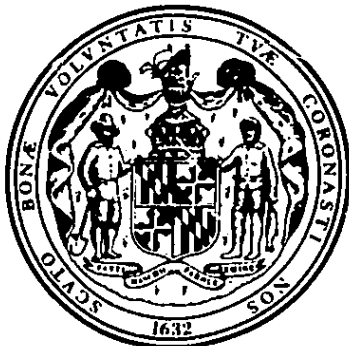
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

I, NANCY GRUENINGER 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 CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATE CHARTERS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT ENVIRONMENTAL LIGHTING CONCEPTS, INC. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND SAID CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECEIVED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN THE STATE OF MARYLAND.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT -9 AM 10:31



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE THIS 12TH DAY OF SEPTEMBER, 1995.

Nancy Grueninger
NANCY GRUENINGER
ADMINISTRATIVE OFFICER