

F95000004980

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

000001611420
-10/16/95--01016--027
****470.00 ****110.00

SUBJECT: Performance Development, Inc.
(Name of corporation - must include suffix)

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:

Jay Zabel

(Name of Person)

Jay Zabel & Associates, Ltd.

(Firm/Company)

55 W. Monroe, Suite 750

(Address)

Chicago, IL 60603

(City/State/Zip)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
OCT 13 AM 9:12

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

Jay Zabel

(Name of Person)

at (312) 201-9800

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

Law Offices

JAY ZABEL & ASSOCIATES, LTD.

55 WEST MONROE • SUITE 750 • CHICAGO, ILLINOIS 60603 • TELEPHONE: 312/201-9800 • FAX: 312/201-1436

JAY ZABEL

September 15, 1995

Qualifications/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

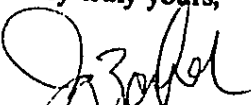
W9 5-18940

Re: Performance Development, Inc.

Dear Sir or Madam:

Enclosed please find an application by foreign corporation for authorization to transact business in Florida along with a corporation resolution to adopt the assumed name of Performance Development of Illinois, Inc., a certificate of good standing, and a check in the amount of \$70.00 for said fee. Please arrange to have acknowledgement sent to my attention at the address on the letterhead. Thank you for your attention to this matter.

Very truly yours,



Jay Zabel

JZ:KH

Enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT 13 AM 9:12



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 20, 1995

JAY ZABEL
JAY ZABEL & ASSOCIATES, LTD.
55 WEST MONROE, STE. 750
CHICAGO, IL 60603

SUBJECT: PERFORMANCE DEVELOPMENT, INC.
Ref. Number: W95000018940

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT 13 AM 9:13

Please sign and return your check, along with a copy of this letter to ensure your check is properly credited.

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 \$2400.00.

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) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 895A00043130

*Waive civil penalties
but collect \$400 for
AR fees per H&T.C.
10/3/95*

Law Offices

JAY ZABEL & ASSOCIATES, LTD.

55 WEST MONROE • SUITE 750 • CHICAGO, ILLINOIS 60603 • TELEPHONE: 312/201-9800 • FAX: 312/201-1436

JEFFREY SANCHEZ

October 2, 1995

Ms. Jennifer Sindt
Florida Department of State
Division of Corporations
P.O. Box #6327
Tallahassee, Florida 32314

RE: Performance Development, Inc.
Reference #W95000018940

Dear Ms. Sindt:

Please be advised our office represents Performance Development, Inc. We have received a copy of your notice of September 20, 1995, assessing a \$2,400.00 penalty. We must say we are quite upset to receive the same.

The Corporation began doing business in Florida in January, 1994. We immediately contacted your Department to determine what was required to put them in good standing. We were told the Corporation could not register under the name Performance Development, Inc., due to the fact that the name was already being utilized in the State. We were informed they could adopt an Assumed Name of PDI and register on that basis.

Based on the representations of the State of Florida, we immediately proceeded to adopt that Assumed Name and attempted to then register with State of Florida under the name PDI, pursuant to Florida's instructions. The State of Florida then rejected the registration (Ref. #W94000012483). We have spent a lot of time conversing back and forth with the State of Florida, since that time. In addition, our client also did so on his own. Those conversations resulted in the most recent attempt to register, which now has also, apparently, been rejected and resulted in your correspondence assessing a penalty. I have enclosed copies of the correspondence in question, which verify the above statements. Inasmuch as my client acted in good faith and in accordance with the advice and instructions of your Department, we do not believe a penalty should be assessed, due to reasonable cause.

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
95 OCT 13 AM 9:13

*Tried to file application
under PDI, Inc. —
W94000012483*

October 2, 1995
Ms. Jennifer Sindt
Florida Department of State
RE: Performance Development, Inc.
Page Two

Since Performance Development, Inc. first began to do business in January, 1994, we have consistently tried to register and place the Corporation in compliance with Florida Statutes. As such, we are requesting that you abate the penalty and proceed with the immediate registration of the Corporation.

Very truly yours,



Jeffrey Sanchez

JS:SLS

Enclosures

cc: Richard Goldenberg

Law Offices

JAY ZABEL & ASSOCIATES, LTD.

55 WEST MONROE • SUITE 750 • CHICAGO, ILLINOIS 60603 • TELEPHONE: 312/201-9800 • FAX: 312/201-1436

JEFFREY SANCHEZ

October 10, 1995

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT 13 AM 9:13

Re: Performance Development, Inc.
Ref. Number: W95000018940

Dear Ms. Sindt:

Pursuant to your letter of September 20, 1995 and our telephone conversation regarding the above said corporation I am enclosing a check in the amount of \$470.00 from Performance Development, Inc. You had waived the penalties and are only requiring the \$70.00 application fee and \$200.00 for each year's annual report. This should fulfill all of your requirements to process the application by foreign corporation for authorization to transaction business in Florida but if you should need anything further please do not hesitate to call me.

Thank you for your attention to this matter.

Very truly yours,


Jeffrey Sanchez


JS:KH
Enclosure

**UNANIMOUS JOINT WRITTEN CONSENT
IN LIEU OF SPECIAL MEETING OF THE
BOARD OF DIRECTORS AND SHAREHOLDERS OF
PERFORMANCE DEVELOPMENT, INC.**

The undersigned, being all of the Directors and Shareholders of the Performance Development, Inc. (the "Corporation"), acting pursuant to the provisions of Section 8.45 and Section 7.10 of the Business Corporation Act of the State of Illinois, and to the applicable provisions of the By-Laws of the Corporation, do hereby authorize and consent in lieu of a special meeting to the adoption of the following resolution:

RESOLVED, that the corporation's use of the assumed name of Performance Development of Illinois, Inc. is hereby approved for use in the State of Florida.

IN WITNESS WHEREOF, the undersigned has signed this consent effective as of September 15, 1995.


RICHARD GOLDENBERG

being all of the Shareholders and
Directors of the Corporation

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT 13 AM 9:13

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

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

1. Performance Development, 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. Illinois
(State or country under the law of which it is incorporated)
3. 36-3070618
(FEI number, if applicable)
4. 4-22-1980
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. November 1993
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.153, F.S.))
7. 1761 West Hillsboro Boulevard
Deerfield Beach, Florida 33442
(Current mailing address)
8. Training Programs
(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: Richard Goldenberg

Office Address: 1761 West Hillsboro Boulevard
Deerfield Beach, Florida, 33442
(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 13 AM 9:13

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: Richard Goldenberg

Address: 1761 West Hillsboro Boulevard, Deerfield Beach, Florida 33442

Vice Chairman: _____

Address: _____

Director: Richard Goldenberg

Address: 1761 West Hillsboro Boulevard, Deerfield Beach, Florida 33442

Director: _____

Address: _____

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

President: Richard Goldenberg

Address: 1761 West Hillsboro Boulevard, Deerfield Beach, Florida 33442

Vice President: _____

Address: _____

Secretary: Richard Goldenberg

Address: 1761 West Hillsboro Boulevard, Deerfield Beach, Florida 33442

Treasurer: Richard Goldenberg

Address: 1761 West Hillsboro Boulevard, Deerfield Beach, Florida 33442

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 Goldenberg - President

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT 13 AM 9:13

File Number 5203-545-7



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT 13 AM 9:13

To all to whom these Presents Shall Come, Greeting:

I, George H. Ryan, Secretary of State of the State of Illinois,
do hereby certify that

PERFORMANCE DEVELOPMENT, INC., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE APRIL 22, 1980, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE FILING OF ANNUAL REPORTS AND PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS*****



In Testimony Whereof, *I hereto set*
my hand and cause to be affixed the Great Seal of
the State of Illinois this 12TH
day of SEPTEMBER *A.D., 19* 95

George H. Ryan

SECRETARY OF STATE