

F95000005266

720 Tapscott Road, Suite 204,
Scarborough, Ontario
M1X 1C8

(City, State, Zip) (Phone #)

OFFICE USE ONLY

400001619424
-10/25/95--01038--016
+++1144.75 +++1144.75

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. 35004 Ontario Limited
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☐ Walk in ☐ Pick up time _____

☐ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy

☐ Certificate of Status N95-11404

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

MR. Bell gave auth.
To call INC to #1
Hk 10/27

Hk 10/27

95 OCT 27 PM 2:11

SECRETARY OF STATE

Examiner's Initials

ROGER E. BALL

CHARTERED ACCOUNTANT

ASSOCIATES

R. Keith Edmondson, C.A.
T. Gerard Sheehan, C.A.

720 Tapscott Road, Suite 204
Scarborough, Ontario
M1X 1C6

Tel: (416) 293-5560
Fax: (416) 293-5377

February 1, 1995

Florida Department of State
Secretary of State
Corporate Records
Florida Department of State
P.O. Box 6327
Tallahassee, Florida
32314

Dear Sirs:

Re: 350034 Ontario Limited FEI # 98-0074445

With regard to the above noted corporation please send any further correspondence to the above address.

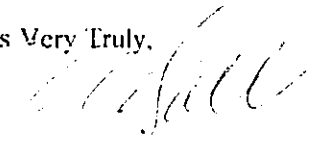
On January 12, 1994 you wrote to the above corporation with regard to the issue of whether this corporation needs authority to transact business in Florida. You attached copies of relevant parts of the Florida Statutes. Sections 607.1501 provides that there are certain activities which do not constitute transacting business in Florida. While the list is not exhaustive it includes the maintaining of bank accounts and the ownership (without more) of real estate.

350034 Ontario Limited owns real estate in Florida and rents it out to the public via an independent contractor who sees to renting it out. If this is sufficient activity to require the corporation to obtain authority to transact business in Florida please so advise.

I have also reviewed my records and found that in 1984 the company filed an alien annual report and listed one John F Sproull, 314 St. John's Avenue, Palatal FL as their registered agent. At that time the company was also assigned a FED of 98-0063192 although all Federal Assessments have come under FED 98-0074445 since that time. Perhaps you could check your records to see if the authority to transact business was issued under this number.

It would appear that the registered agent for the company should change and in this regard the officers of the company will be in Florida in April to select a new agent. Hopefully we can resolve the issue of whether the company is in fact registered with you by that time.

Yours Very Truly,


Roger E. Ball, C.A.

W95-11404



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 10, 1995

Roger E. Ball, C.A.
720 Tapscott Rd., Suite 204
Scarborough, Ontario
Canada M1X 1C6

RE: 350034 Ontario Limited, FEI#98-0074445

Dear Mr. Ball:

Thank you for your letter dated February 1, 1995, concerning whether 350034 Ontario Limited needs to obtain a certificate of authority to transact business in Florida, pursuant to s. 607.1501, Florida Statutes. The records of this office do not reflect that said foreign corporation has received such authority.

Please be advised that 350034 Ontario Limited is engaged in an activity that would require authorization. The activity of owning real property in Florida that is used for rental purposes is an activity that does constitute the transaction of business, as it exceeds the provision set forth in s. 607.1501(2)(m), F.S. "owning, without more, real or personal property". It is the nature of business that a foreign corporation must consider when determining qualification requirements. The fact that 350034 Ontario Limited owns real property that is rented out to others, regardless of whether it directly manages said property is considered transacting business.

The records of this office reflect that 350034 Ontario Limited did file an alien designation of registered agent on November 18, 1981, and subsequent alien annual reports on March 3, 1982 and February 16, 1983 (copies enclosed). However, the previous filings of alien designation of registered agent did not grant 350034 Ontario Limited authority to transact business in Florida. Also, please note that the alien designations of registered agent filed in accordance with s. 692.05, F.S., were subsequently repealed on June 30, 1984, pursuant to chapter 84-54, Laws of Florida. Any foreign corporation or alien business organization that owns real property in this state is now required to designate a registered agent in accordance with s. 607.0505, F.S.. A foreign corporation that obtains a certificate of authority to transact business in Florida must also meet this provision.

Please be aware that 350034 Ontario Limited should apply for authority to transact business in Florida immediately by submitting the "Application by Foreign Corporation for Authorization to Transact Business in Florida". I am enclosing another application for your convenience. Please submit the application and \$70.00 filing fee, along with a certificate of existence from Canada to my attention.

February 10, 1995
Roger E. Ball, C.A.
Page two

As 350034 Ontario Limited has been transacting business in Florida without proper authority and in violation of s. 607.1502, F.S. (copy enclosed), this office is required to collect the minimum civil penalty of \$500.00 for each year or part thereof that it has transacted business without such authority and the annual report fees that it would have paid had it obtained authority. Please contact me concerning the civil penalties and annual report fees due this office before submitting the application.

If you have any questions regarding this matter, please write the Foreign Qualification/Tax Lien Section, P.O. Box 6327, Tallahassee, Florida 32314, or call (904) 487-6092.

Sincerely,

Hart Collins, Senior Corporate Administrator
Division of Corporations

Enclosures

May 9, 1995

350034 Ontario Limited
C/O Jane Magill
51 Lambeth Road
Islington, Ontario
M9A 2Y8

Mr David Mann
Director - Division of Corporations
P.O. Box 6327
Tallahassee, Florida
32314
U.S.A.

Dear Mr Mann:

Re: Authorization to Transact Business

The company has recently requested authorization to transact business in Florida pursuant to correspondence with the company and the Florida Department of State.

The company acquired real estate in Florida in 1981 and commenced to use it in 1982 for the purposes for which it was bought, which was long term investment and rental activities. At the time the company engaged a lawyer in Florida, John Sproull, who was the company's lawyer and authorized agent for official notices etc. We were advised that an Alien designation was all that was required of the company and he saw to that procedure, at least until he informed us this report was no longer required.

The company filed Federal and Florida corporations returns for each of the years subsequent to that time, and reported annual rental losses on that return.

We are now informed by your department that we ought to have made an annual filing accompanied by an annual fee which is currently \$70. A current application for authority and the fee is being submitted at this time.

We do not have any difficulty paying the annual fee as prescribed for all years up to date, including interest if required. However, we do have some difficulty paying an annual penalty of \$500 per annum which, while it might be prescribed by law, we feel is inappropriate in the circumstances, because:

- a) the failure to file was not willful
- b) our Florida legal advisors and registered agent at the time advised us incorrectly
- c) the Florida Department of Revenue was aware of our existence.

d) we make annual filings for personal property tax in our local area.

I trust you will see that the company had endeavoured to comply with all laws as it is aware of. The failure to file an annual request for authorization was an administrative oversight and not a willful attempt to avoid responsibility.

I would appreciate it if you would consider an "amnesty" on the penalties which could be imposed, similar to that which was done in 1992 for delinquent tax filers who owed undisclosed or undiscovered state tax liabilities.

Yours Very Truly.

W. Jane Magill
cc: Jennifer Rieger
cc: John F. Sproull

W. Jane Magill



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 2, 1995

ROGER E. BALL, C.A.
720 TAPSCOTT RD
SUITE 204
SCARBOROUGH, ONTARIO M1X 1C6,

SUBJECT: 350034 ONTARIO LIMITED
Ref. Number: W95000011404

Received

We have received your document for 350034 ONTARIO LIMITED, however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$70.00.

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.

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 \$7541.25.

If you have any questions concerning the filing of your document, please call (904) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 995A00027598

ROGER E. BALL B.A.

CHARTERED ACCOUNTANT

ASSOCIATES

10000 Highway 100
Rt. 100, Box 100
St. John's, A.B. A1A 1A1

770 JAMES ST. ROAD, SUITE 103
SCARBOROUGH, ONT. M1A 1G6
TEL: (416) 293-5560
FAX: (416) 293-5577

October 19, 1995

Mr. Hart Collins
Senior Corporate Section Administrator
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida
32399

Dear Mr. Collins: Re: 350034 Ontario Limited

As discussed with you earlier this week, I enclose the following information with regard to the above company:

A cheque payable to the Florida Department of State in the amount of \$1,144.75.

A copy of my initial correspondence to you in February of this year.

101 50
1041 25

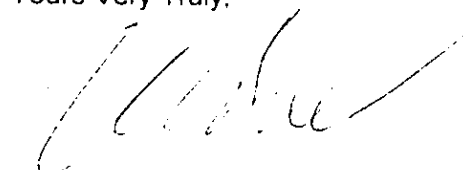
A copy of the letter dated May 9, 1995 written to Mr. David Mann, requesting that penalties be waived with regard to not having filed annual returns since 1982 and the reasons that it is felt appropriate to do so.

A copy of the Application for authority to transact and a copy of your response dated June 2, 1995.

Copies of Federal forms 1120F for the 1994-1990 taxation years.

If any further information is required, please do not hesitate to contact me.

Yours Very Truly,



Roger E. Ball, B.A., C.A.



Department of State
Memorandum Office of the General Counsel

TO: File

FROM: Marc W. Dunbar, Assistant General Counsel

DATE: October 26, 1995

RE: 350034 Ontario Limited

Based on a review of the file and the financial information provided by this corporation, it is my recommendation that this file be closed and all penalties abated. This corporation has incurred operating losses in each of the past three years. As a result, this corporation can ill afford to continue to do business in his state if the full penalties are imposed. This corporation has paid all outstanding annual report fees in the amount of \$1,041.25 and now desires to be qualified to do business. It is my recommendation that the penalties be waived and this corp. be permitted to do so.

MWD/mwd

**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. 350034 ONTARIO 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. 98-0074445
(FEI number, if applicable)
4. JANUARY 14, 1977
(Date of Incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. 1982
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. c/o ROGER E. BALL
STE. 204, 720 Tapscott Road, Scarborough, Ontario, M1X 1C6
(Current mailing address)
8. OWNERSHIP OF REAL ESTATE
(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: MS. SALLY BAUER
Office Address: FLORIDA REAL ESTATE BROKER
8130 AIA SOUTH ST. AUGUSTINE, Florida, 32086
(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.

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

A. DIRECTORS

Chairman: JANE MAGILL

Address: 51 LAMBETH ROAD
ISLINGTON, ONTARIO M9A 2Y8

Vice Chairman: JENNIFER RIEGER

Address: 49 RIDGE DRIVE
TORONTO, ONTARIO M4T 1B6

Director: ROBERT W HENRY

Address: STE. 2000, 145 KING ST. W.
TORONTO, ONTARIO M5H 2B6

Director: _____

Address: _____

B. OFFICERS

President: JENNIFER RIEGER

Address: 49 RIDGE DRIVE
TORONTO, ONTARIO M4T 1B6

Vice President: N/A

Address: _____

Secretary: JANE MAGILL

Address: 51 LAMBETH ROAD
ISLINGTON, ONTARIO M9A 2Y8

Treasurer: _____

Address: _____

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

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

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

Ministry of
Consumer and
Commercial Relations

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

Ministère de
la Consommation
et du Commerce

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



Ontario

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,

350034 ONTARIO LIMITED

Ontario Corporation No.

Numéro matricule de la personne morale en Ontario

000350034

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 14 JANVIER, 1977

and has not been dissolved.

et n'a pas été dissoute.

Dated

Fait le

MAY 10 MAI, 1995


Assistant

Controller of Records
Contrôleur des dossiers

FILED
SECRETARY OF STATE
95 OCT 27 PM 2:11

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

THIS FORM IS TO BE COMPLETED BY CORPORATIONS WHO HAVE BEEN TRANSACTING 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.

39,000 shares p.v., 83c U.S., 1,000 common shares NPV, max consideration \$833 U.S.

"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. \$ 487,500
- B. Estimated Gross amount of business transacted by the Corporation for the year it first transacted business in Florida \$ 31,667
- C. Estimated Value of all property in Florida owned by the Corporation for the year it first transacted business in Florida. \$ 75,000
- D. Estimated Gross amount of business transacted in Florida by the Corporation during the year it first transacted business in Florida. \$ 1,667
- E. TOTAL of "A" and "B" \$ 519,167
- F. TOTAL of "C" and "D" \$ 76,667
- G. DIVIDE "F" by "E" \$.1476
- H. Corporations with par value stock:
Multiply "G" and Authorized Shares and their par value. \$ 4,900 U.S.
Total consideration 33,200 U.S. X .1476
- I. Corporations with no par value stock:
Multiply "G" by Total Authorized Shares. \$ N/A

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

Document # _____
Corporation Name _____
Penalty Paid for year(s) _____
Charter tax paid \$100.00
AR Fee paid for year(s) _____

REC'D
SEC. OF STATE
55 OCT 27 PM 2:12