

F95000005391

TRANSMITTAL LETTER

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

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SUBJECT: DANJOVIC INC.
(Name of corporation)

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:

DANIEL A. THOMPSON

(Name of Person)

DANJOVIC INC.

(Firm/Company)

2200 PARKER DRIVE

(Address)

MISSISSAUGA, ONTARIO L5B 1W2

(City, State and Zip Code)

HC 11/3

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

DANIEL A. THOMPSON

(Name of Person)

at (905) 277 - 0527

Area Code & Daytime Telephone Number

2000-3 11/10/95
FEDERAL
CORPORATIONS

COURIER ADDRESS

Qualification/Registration Sec
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Registration Sec
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

April 28, 1994

DANIEL A. THOMPSON
2200 PARKER DRIVE
MISSISSAUGA, ONTARIO L5B 1W2,

SUBJECT: DANJOVIC, INC.
Ref. Number: W94000009582

We have received your document for DANJOVIC, 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).

Number 6 of the application must be completed. If the corporation has not transacted business or conducted its affairs in Florida because it has not received confirmation from this office, please insert the words "upon qualification" in lieu of a date.

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) 487-6091.

Michael Mays
Corporate Specialist

Letter Number: 394A00019465



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

June 27, 1994

DANIEL A. THOMPSON
2200 PARKER DRIVE
MISSISSAUGA, ONTARIO L5B 1W2.

SUBJECT: DANJOVIC, INC.
Ref. Number: W94000009582

We have received your document for DANJOVIC, 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):

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 \$5301.25.

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.

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) 487-6097.

Michael Mays
Corporate Specialist

Letter Number: 394A00019465

Millard, DesLauriers & Shoemaker

CHARTERED ACCOUNTANTS

August 12, 1994

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida
U.S.A. 32314

Re: Danjovic Inc.

We have reviewed the Florida Statutes (1993) sent with your letter of June 27. We were quite surprised to receive this letter especially when it contained a request for several thousand dollars. It is as if Danjovic Inc. had suddenly come out of hiding which is simply not the case. Florida State tax returns have been filed continuously since 1985. How can it be that the company had never received a request to file this Application prior to 1993? Is the \$500 per annum a penalty for not filing or is it the annual fee for each year?

In any event, we believe Danjovic Inc. is exempt from the annual fee under Section 607.1501 2(f) of the Florida Statutes (1993). The company's sole shareholder, Daniel A. Thompson, is a Canadian citizen and resident who spends less than 90 days per annum in Florida. Danjovic owns five condominium townhouse/apartment units. These units are maintained by the condominium corporations which receive a monthly fee to cover maintenance costs. The units are rented to vacationers subject to approval by Mr. Thompson. Accordingly, the units are cared for by the Condominium Corporations but Mr. Thompson is the only person who can contract on behalf of the corporation.

Please advise us whether you require additional information in order to process our request for exemption under Section 607.1501 2(f).

Yours very truly,

MILLARD, DESLAURIERS & SHOEMAKER

R. Nebel, C.A.

RN/ek

cc: Mr. Daniel Thompson

*Carol Brinton
Brinton Registered Agents Inc.
4711 NW Boca Raton Blvd
Boca Raton 33431*

D.J. MILLARD	D.E. DESLAURIERS	S.C. SHOEMAKER
A.L. ANDREWS	P.G. NEWSOME	E.R. HERLIHEY
D.R. FARRELL	D.R. ANDREWS	R.W. NEBEL

156 FRINT ST. W. TEL: (416) 599-7255
SUITE 301 FAX: (416) 599-7268
TORONTO, ONTARIO
M5J 2J6



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

August 19, 1994

Robert Nebel, C.A.
Millard, Deslauriers & Shoemaker
156 Front St. W., Suite 301
Toronto, Ontario
M5J 2L6

RE: Danjovic Inc.
Ref. Number: W94000009582

Dear Mr. Nebel:

Thank you for your letter dated August 12, 1994, concerning the "Application by Foreign Corporation for Authorization to Transact Business in Florida", submitted to this office by Danjovic Inc..

This office administers the "Florida Business Corporation Act", Chapter 607, Florida Statutes, which governs domestic and foreign corporations in Florida. The above referenced application that was submitted to this office by Danjovic Inc., states 1985 as the date first transacted business in Florida. Section 607.1501(1), F.S., authority of foreign corporation to transact business required, states that "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 required by s. 607.1502(4), F.S., to collect the appropriate minimum civil penalty of \$500 for each year or part thereof that a foreign corporation transacts business in Florida without authority, along with the annual report fees that would have been paid had it qualified when it first transacted business.

Please be aware that this office had no prior knowledge that Danjovic Inc. was transacting business in Florida without authority until it received the application. The Division of Corporations exchanges information with the Florida Department of Revenue, pursuant to s. 213.053(14), F.S.. The information obtained from the Florida Department of Revenue relates to corporate taxpayers that are not on file or have a dissolved status with the Division of Corporations and which have filed tax returns pursuant to either Chapter 199 (intangible personal property taxes) or Chapter 220 (corporation income tax). In July of 1993, this office received data reflecting Danjovic's compliance with Florida's revenue laws. On November 24, 1993, this office wrote Danjovic Inc. inquiring as to whether it needed a certificate of authority to transact business in Florida within the meaning of s. 607.1501, F.S.. This office then received the "Application by Foreign Corporation for Authorization to Transact Business in Florida", for Danjovic Inc., reflecting 1985 as the date first transacted business in Florida.

Robert Nebel, C.A.

August 19, 1994

Page two

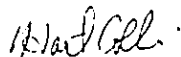
Ultimately, it is the responsibility of each foreign corporation to be aware of the laws that govern it and to obtain proper authority prior to conducting business when its activities constitute the transaction of business. Florida is not unique in requiring foreign corporations to obtain authority to transact business, as every state in the United States requires a foreign corporation to receive authority prior to transacting business. It is not the responsibility of this office to locate and notify corporations of their filing obligation.

Regarding your belief that Danjovic Inc. is exempt from receiving authority under s. 607.1501(2)(f), F.S., please note that this section refers to the interstate commerce nature of "soliciting or obtaining orders". Danjovic Inc. does not solicit or obtain orders for goods or merchandise in the State of Florida. Rather, Danjovic Inc. owns and rents five condominium units in Florida. The rental of condominium units clearly falls outside the scope of s. 607.1501(2)(f), F.S.. Further, Danjovic's activity of renting condominium units in Florida is considered "transacting business" as it exceeds the provision set forth in s. 607.1501(2)(m), F.S., "owning, without more, real or personal property".

Please be advised that Danjovic's business activity in Florida is considered by this office to constitute the transaction of business. Therefore, Danjovic Inc. is liable for \$5301.25 in civil penalties and annual report fees. This office respectfully requests that Danjovic Inc. remit the fees due this office to avoid the necessity of further action. This office will then process the application and grant Danjovic Inc. a certificate of authority to transact business in Florida.

If you have any questions regarding this matter, please do not hesitate to contact me.

Sincerely,



Hart Collins, Senior Corporate Administrator
Division of Corporations



Law Offices of Steven Garellek, P.A.

Boca Bank Building
7000 W. Palmetto Park Road
Suite 300
Boca Raton, Florida 33433

Telephone: (407) 391-3344
Facsimile: (407) 391-3326
Toll Free: (800) 753-7444

October 10, 1994

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

Attention: Mr. Hart Collins
Senior Corporate Administrator

Dear Mr. Collins:

Re: Danjovic Inc. Ref. No. W94000009582

I have been retained by Danjovic, Inc. regarding the proposed assessment of the civil penalty on the corporation for transacting business without authority.

We submit that the corporation should not be assessed with the penalty as it had not transacted business in Florida during the subject years within the meaning of the statute. Even though Section 607.1501(2) describes certain situations in which a corporation is deemed to not transact business in the State of Florida and which does not specifically include the activities carried on by Danjovic, Inc., this section is not all inclusive. Subsection (2) provides that "(t)he following activities, **among others**, do not constitute transacting business within the meaning of section 1". Subsection (3) also states that the list in subsection (2) is not exhaustive.


In Danjovic Inc.'s situation, the activities carried on by the corporation related to the rental of the condominium units were all carried on in Canada. All leases were negotiated and accepted in Canada and the corporation never engaged in the management of the rental of the units. It merely collected the rent after payment of the management fees. These activities are definitely similar in substance to the types of activities illustrated by subsection (2) and should be availed of the exemption.

Steven Garellek B.Com. LL.B. J.D. - Attorney-At-Law - Barrister and Solicitor
Member of the Florida Bar, New York Bar and the Ontario (Canada) Bar
Offices in Broward and Palm Beach Counties

It is therefore our submission that for the for
not be imposed on Danjovic Inc. If you have
information, please contact the undersigned.

penalties should
quire further

Yours very truly,


Steven Garellek
danjvic1.ltr



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

29 September, 1995

Daniel A. Thompson
Danjovic, Inc.
2200 Parker Dr.
Mississauga, Ontario, Canada
L5B 1W2

Re: Outstanding Penalties and Fees Owed by Danjovic, Inc.

Dear Mr. Thompson:

The purpose of this letter is to, once again, advise you of outstanding penalties and fees owed by Danjovic, Inc. to the Department of State. Attached please find a copy of past correspondence and sections 607.1501 and 607.1502, Florida Statutes, which further describe this matter.

As of the date above, the total amount of penalties and fees owed by this corporation is \$5,301.25. This figure represents the minimum statutory amount permitted under section 607.1502, Florida Statutes.

As a courtesy, I have enclosed with this letter a copy of the civil complaint that will be filed in this matter in the Leon County Circuit Court on October 20, 1995. You will note from the complaint that in addition to the statutory penalties described above, the Department will seek filing fees and costs for this action.

It is unfortunate that we have, thus far, not been able to resolve this matter through other means. If you have any questions, you may contact me at 904/488-3684.

Respectfully,

A handwritten signature in cursive script, appearing to read "Marc W. Dunbar".

Marc W. Dunbar
Assistant General Counsel

MWD/idi

RECEIVED
JAN 19 1964

MARGARET V. THOMPSON
VICE-PRESIDENT

NOV 1 1994

2200 Parker Drive
Mississauga, Ontario
(416) 277-0527 L5B 1W2

Office of General Counsel
Department of State

[illegible]



Department of State
Memorandum Office of the General Counsel

TO: File

FROM: Marc W. Dunbar, Assistant General Counsel

DATE: November 1, 1995

RE: Danjovic, Inc.

This corporation has paid all outstanding penalties and annual report fees in the amount of 5,301.25. As a result of this full payment, it is my recommendation that this file be closed, and this corporation qualified to do business in this state.

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. DANJOVIC 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 3. 16 12985586
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. DECEMBER 31, 1980 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 1985
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 2200 PARKER DRIVE
MISSISSAUGA, ONTARIO L5B 1W2 CANADA
(Current mailing address)

8. PROPERTY MANAGEMENT AND INVESTMENTS
(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: JOSEPH ABELER

Office Address: 14364 WORTH WILKIE RD. P.O. BOX 27187

EL JOSEAN, Florida, 33927
(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.

Joseph Abeler
(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: DANIEL A. THOMPSON

Address: 2200 PARKER DRIVE

MISSISSAUGA, ONTARIO L5B 1W2

Director: _____

Address: _____

B. OFFICERS

President: DANIEL A. THOMPSON

Address: 2200 PARKER DRIVE

MISSISSAUGA, ONTARIO L5B 1W2

Vice President: MARGARET V. THOMPSON

Address: 2200 PARKER DRIVE

MISSISSAUGA, ONTARIO L5B 1W2

Secretary: JOHN W. MACDONALD

Address: 27 RIVERCREST ROAD

TORONTO, ONTARIO M6S 4H4

Treasurer: _____

Address: _____

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.

DANIEL A. THOMPSON

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



Ontario

Ministry of
Consumer and
Commercial Relations

Ministère de
la Consommation
et du Commerce

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

Division des Enregistrements
Direction des compagnies
393 ave University Bureau 200
Toronto ON M5G 2M2

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,

DANJOVIC INC.

Ontario Corporation No

Numéro matricule de la personne morale en Ontario

000465756

is a corporation incorporated, amalgamated
or continued under the laws of
the Province of Ontario.

est constituée, fusio inée 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

DECEMBER 31 DECEMBRE, 1980

and has not been dissolved.

et n'a pas été dissoute.

Dated

Fait le

MARCH 31 MARS, 1994

Assistant

Controller of Records
Contrôleur des dossiers

95 NOV -3 11:10:39

FILED
SECRETARY OF STATE
ONTARIO