

November 7, 1995

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Attn: Hart Collins

800001631948
-11/08/95--01061--001
***1001.25 ***1001.25

Dear Mr. Collins:

Enclosed is the filings and letter regarding our "Application By Foreign Corporation For Authorization To Transact Business in Florida", which we have discussed on the phone.

I have included a cover letter (copy for you included) explaining the unusual circumstances surrounding our company the last few years.

If you should notice anything or have any suggestions, please contact me immediately.

Thank you for all your help in getting this matter resolved.

Sincerely,

Mark A. Hickman,
Controller

600001651726
-12/04/95--01011--001
***3500.00 ***3500.00

Enclosures

W95-22186

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC -4 PM 1:23



COMPANY

POST OFFICE BOX 9275 • 5020 KANAWHA TURNPIKE • SOUTH CHARLESTON, WEST VIRGINIA 25309

TELEPHONE
(304) 788-0017
TOLL FREE
(800) 888-8730
FAX
(304) 788-8730

November 7, 1995

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dir Sir or Madam:

Enclosed is the "Application By Foreign Corporation For Authorization To Transact Business in Florida" for "Multicoat Products Company". Also enclosed is a check in the amount of \$1,001.25, which is composed of the \$70.00 filing fee plus the Annual Report fee for 1989-1995 of \$931.25. The tax returns for 1989 - 1994 are also enclosed as requested.

When we became aware of the non-filing from your letter dated August 31, 1995, we immediately sent this information to our accountants for review. They researched their data and confirmed the fact that A & I Company was required to file but had not. Upon further review of our records, I found a copy of previous attempt to file dated January 10, 1989, (enclosed) but the name "A & I Company Incorporated, was not available. This is the only information found by me regarding original filing.

To make a long story short, the person responsible for this information and filings also was the person arrested and jailed for embezzling over a quarter of million dollars from our company. The failure to file with the state of Florida was just a minute item compared what he did to this company. The new worth dropped nearly a half-million dollars in one stroke of a pencil because of fraudently prepared financial statements. This discovery was made in late 1991. The auditors only went back five years and found \$236,000.00 in actual embezzled funds. When the discovery was made, back payroll taxes and penalties exceeded \$80,000.00. The IRS and State Tax Departments waived all penalties due to the unusual circumstances. If these had been enforced, this letter would not be written today. Our company started from scratch the day of the discovery of the embezzlement and have worked hard to get the Multicoat Products Division going forward. We are requesting that the penalties be waived, due to these circumstances. If \$7,000 would be assessed it would be a tremendous burden to our company.

A & I Company has always been known as a reputable company. We did not intentionally ignore filing for "Application By Foreign Corporation For Authorization To Transact Business in Florida". We have always filed and paid our income, property and sale and use tax returns.

If any further information is needed, please contact me immediatly at
1-800-660-6729.

Your understanding of this matter is greatly appreciated.

Sincerely,

A handwritten signature in cursive script, appearing to read "Mark A. Hickman".

Mark A. Hickman
Controller

Enclosure
cc:hart collins



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

January 18, 1988

**A & I Company,
P.O. Box 8275
South Charleston, West Virginia 25309**

SUBJECT: A & I COMPANY INCORPORATED
Reference: W73868

Dear Sir:

We have received your document for **A & I COMPANY INCORPORATED**, and check(s) totaling \$40.00. However, the document has not been filed and is being returned to you for the following:

The corporate name designated in your document is unavailable since it is the same as, or it is not distinguishable from, the name of an existing entity.

If you have any questions about the availability of a particular corporate name, please call (904) 487-8054.


A resolution of the Board of Directors adopting a fictitious name for use in Florida must be submitted.

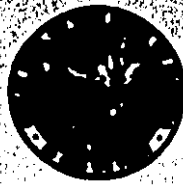
We need a recent certificate of status issued by an authorized officer of the jurisdiction of the corporation's incorporation, evidencing its corporate existence. If the certificate is in a foreign language, a translation under oath of the translator must be attached to the certificate.

Fictitious names must include corporate affix.

If we have not had a response to this letter within the next sixty days, your application/document will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-8051.

Nanette Causseaux 
Corporate Document Supervisor
Registration and Qualification Section



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

9 November 1995

\$3500 by
12/4

Mr. Mark A. Hickman
A & I Company
Post Office Box 9275
South Charleston, West Virginia 25309

Dear Mr. Hickman:

Re: Request for Penalty Waiver for A & I Company

The purpose of this letter is to advise you that the Department of State cannot waive the penalties imposed as a result of the unauthorized business activities in the State of Florida by A & I Company.

As of the date above, the total amount of penalties owed by this corporation is \$7,000. These penalties are pursuant to section 607.1502, Florida Statutes, a copy of which is enclosed for your reference. If litigation is necessary to collect these penalties, the corporation may also be liable for additional fees and costs associated with filing suit.

If you wish to resolve this matter, please direct your payment to my attention at the address below. If I have not received payment within thirty days, I will assume that you are not willing to resolve this matter without litigation and will proceed accordingly. If you have any questions regarding this correspondence, you may contact me at 904/414-5536.

Respectfully,

Marc W. Dunbar
Assistant General Counsel

MWD/sm

Enclosure

607.1502 Consequences of transacting business without authority.—

(1) A foreign corporation transacting business in this state without a certificate of authority may not maintain a proceeding in any court in this state until it obtains a certificate of authority.

(2) The successor to a foreign corporation that transacted business in this state without a certificate of authority and the assignee of a cause of action arising out of that business may not maintain a proceeding based on that cause of action in any court in this state until the foreign corporation or its successor obtains a certificate of authority.

(3) A court may stay a proceeding commenced by a foreign corporation or its successor or assignee until it determines whether the foreign corporation or its successor requires a certificate of authority. If it so determines, the court may further stay the proceeding until the foreign corporation or its successor obtains the certificate.

(4) A foreign corporation which transacts business in this state without authority to do so 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 duly 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.

(5) Notwithstanding subsections (1) and (2), the failure of a foreign corporation to obtain a certificate of authority does not impair the validity of any of its contracts, deeds, mortgages, security interests, or corporate acts or prevent it from defending any proceeding in this state.

History.—s. 137, ch. 89-154; s. 5, ch. 91-214

A DIVISION OF [REDACTED] COMPANY

P. O. BOX 8275
SOUTH CHARLESTON, WV 25309

2000 AVENUE P, SUITE 1
RIVIERA BEACH, FLORIDA 33404

TELEPHONE (304) 766-0017
FAX (304) 766-9738

TELEPHONE 407-881-0281
FAX (407) 881-3854

Office of The General Counsel
Attn: Marc Dunbar
Department of The State
LI.10 - The Capitol
Tallahassee, FL 32399-0250

Dear Mr. Dunbar,

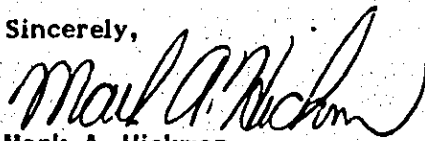
Enclosed is the \$3,500 check for penalty for not having authority to transact business by a foreign corporation in the state of Florida. We understand by this check we have paid all charges related to the above mentioned filing.

Our company appreciates you reducing this penalty and your willingness to work with us on this.

Again, we did not intentionally ignore this filing. We are a reputable company and take a lot of pride in the way we conduct business.

Please contact me at the West Virginia address above if any further information is needed.

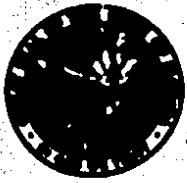
Sincerely,



Mark A. Hickman,
Controller

RECEIVED
95 NOV 30 PM 3:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosure



Department of State

Memorandum Office of the General Counsel

TO: File

FROM: Marc W. Dunbar, Assistant General Counsel

DATE: December 1, 1995

RE: A & I Company

Based on a review of the file and the payment provided by this corporation, it is my recommendation that this file be closed and this corporation be qualified to do business. This corporation has paid all outstanding penalties and fees and now wishes to be qualified to do business in this state.

MWD/mwd

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned ROBERT E. ESTEP, PRESIDENT, do hereby certify
that this Resolution of the Board of Directors of A & I COMPANY,
a corporation duly organized and existing under the laws of the State of WEST VIRGINIA,
was duly adopted on October 24, 1995.

Resolved, that A & I COMPANY, organized
and existing in the State of WEST VIRGINIA, hereby adopts the
name MULTICOAT PRODUCTS COMPANY for use in Florida.

Dated: 11-7-95



Signature of at least one director

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC -4 PM 1:23

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

**IN COMPLIANCE WITH SECTION 07.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:**

1. A & I COMPANY
(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. WEST VIRGINIA
(State or country under the law of which it is incorporated)

3. 55-0322596
(FBI number, if applicable)

4. 1944
(Date of incorporation)

5. "PERPETUAL"
(Duration: Year corp. will cease to exist or "perpetual")

6. 8/1/88
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, AND 817.155, F.S.)

7. P.O. BOX 9275

SOUTH CHARLESTON, WV 25309
(Current mailing address)

8. CEMENTITIOUS SPECIALTY BUILDING MATERIALS
(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: PAUL J. DEEM

Office Address: 2000 AVE. "P" - SUITE 1

RIVIERA BEACH, Florida, 33404
(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 DEC -4 PM 1:10

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: JOHN P. HARRIS

Address: 5020 KANAWHA TURNPIKE - SOUTH CHARLESTON, WV 25309

Vice Chairman: _____

Address: _____

Director: ROBERT E. ESTEP

Address: 1408 PRINCESS DRIVE

SOUTH CHARLESTON, WV 25309

Director: CHARLES E. JEFFREY

Address: 2601 WOODLAND AVE.

DUNBAR, WV 25064

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

President: ROBERT E. ESTEP

Address: 1408 PRINCESS DRIVE

SOUTH CHARLESTON, WV 25309

Vice President: CHARLES E. JEFFREY

Address: 2601 WOODLAND AVE.

DUNBAR, WV 25064

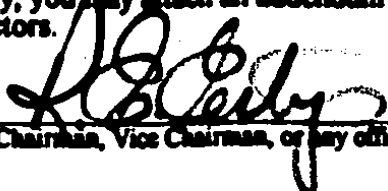
Secretary: SAME AS V-P

Address: _____

Treasurer: SAME AS V-P

Address: _____

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

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

14. ROBERT E. ESTEP, PRESIDENT
(Typed or printed name and capacity of person signing application)



*I, Ken Hechler, Secretary of State of the
State of West Virginia, hereby certify that*

A & I COMPANY

was incorporated under the laws of West Virginia and a Certificate of Incorporation was issued by my office. The corporation has not been dissolved according to my records.

I further certify that the Tax Commissioner of West Virginia advises me that the corporation has paid all annual license taxes that are now due and that the corporation is in good standing with the State of West Virginia.

ACCORDINGLY, I issue this

CERTIFICATE OF GOOD STANDING.

*Given under my hand and the
Great Seal of the State of
West Virginia, on this*

TWENTY-FOUR

day of

OCTOBER

19 95

Ken Hechler

Secretary of State.

