

F96000000475

TO: Qualification/Tax Lien Section
Division of Corporations

6000016577916
-12/21/95--01051--001
*****70.00 *****70.00

SUBJECT: GEORGE B. JONES & CO., P.C.
(Name of corporation - must include suffix)

WFS-24799

P354

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:

R
1-29

KAY C. DAVIS

(Name of Person)

GEORGE B. JONES & CO., P.C.

(Firm/Company)

5860 RIDGEWAY CENTER PARKWAY, SUITE 300

(Address)

MEMPHIS, TENNESSEE 38120

(City/State/Zip)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 29 AM 11:02

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

KAY C. DAVIS

(Name of Person)

at (901) 684-5649

(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 OF

KIMPTON, BURKE & WHITE, P.A.

WILLIAM J. KIMPTON
ROBERT C. BURKE, JR.
LANGFRED W. WHITE
RICHARD T. HEIDEN

FAX (813) 796-8909

2809 U.S. HIGHWAY 19 NORTH
SUITE 100
CLEARWATER, FL 34621-2698
TELEPHONE (813) 791-8863

January 2, 1996

Mr. Doug Dickinson
Document Specialist
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: **George B. Jones & Co., P.C.**
Application by Foreign Corporation for Authorization to
Transact Business in Florida
Your Ref. Number: W95000024799
Our File No. 7927.04.6.000

Dear Mr. Dickinson:

Hopefully by the time you receive this letter, you and I will have spoken. Be advised that I represent the referenced client, seeking authorization to do business in the State of Florida.

I am in receipt of your letter dated December 21, 1995 (letter number 295A00055041), copy enclosed.

Your comments are appropriate but for the fact that I am advised by the client that the causation of this problem arises from a scrivener's error in the Application. More precisely, question number 6 was answered January 1, 1994 when in fact it was intended to be answered January 1, 1996. In fact, the client is negotiating to rent space in Tampa, intending to open an office in Florida which was the reasoning for the Application in the first place.

The January 1, 1994 erroneous date was perceived as the date first transacting business anywhere as opposed to in Florida specifically. Please note that the client was first incorporated the end of December 1993 in Tennessee and therefore logically first began doing business in Tennessee in January 1994.

The client intends to open for business in Florida January 1996 (coinciding with the opening of a new office in Tampa).

Your call would be appreciated. Advise me as to whether this

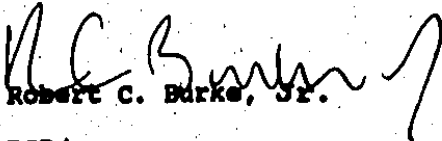
Mr. Doug Dickinson
January 2, 1996
RE: George B. Jones & Co., P.C.
Page 2

scrivener's error can be corrected at your end by simply correcting the date, or, whether an entire new Application needs to be submitted.

I would welcome your call to expedite this matter.

Sincerely,

KIMPTON, BURKE & WHITE, P.A.


Robert C. Burke, Jr.

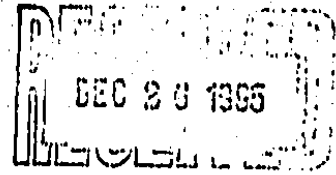
RCB/cgw
Enclosure
cc: Ms. Kay C. Davis

PS: We have now spoken. You have requested that my client submit an Affidavit in respect of the scrivener's error. The same will be forthcoming shortly.

cgw:95dick01.ltr



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State



December 21, 1995

KAY C. DAVIS
GEORGE B. JONES & CO., P.C.
5860 RIDGEWAY CENTER PKWY #300
MEMPHIS, TN 38120

SUBJECT: GEORGE B. JONES & CO., P.C.
Ref. Number: W95000024799

We have received your document for GEORGE B. JONES & CO., P.C. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

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 \$1200.00.

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) 487-6094.

Doug Dickinson
Document Specialist

Letter Number: 295A00055041

AFFIDAVIT

STATE OF TENNESSEE
COUNTY OF Shelby

BEFORE ME, personally appeared Jorg Kaltwasser, who after being duly sworn, deposes and says:

1. That Affiant is an authorized officer or agent of George B. Jones & Co., P.C., having all authority to execute this Affidavit.

2. That the Application by Foreign Corporation for Authorization to Transact Business in Florida as submitted to the Florida Department of State, Division of Corporations, on or about December 19, 1995 is in error. More precisely, that the answer to question number 6 should be that of January 1996, upon qualification.

3. That George B. Jones & Co., P.C. is in the middle of negotiations for office premises in Tampa, Florida and intends on practicing public accounting therefrom from and after January 1996.

4. Further Affiant sayeth naught.

Jorg Kaltwasser, Sec.

Sworn to and subscribed before me this 18th day of January, 1996, by Jorg Kaltwasser, who is () personally known to me or who has () produced a _____ driver's license as identification.

SEAL

Polly M. Finley
Notary Public, State of
Tennessee
Name: Polly M. Finley
Serial No: MA
Commission Expires 1-29-66

**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. GEORGE B. JONES & CO., P.C.
(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. TENNESSEE
(State or country under the law of which it is incorporated)
3. 62-1552399
(FEI number, if applicable)
4. 12-29-93
(Date of Incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. JANUARY, 1994
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 5860 RIDGEWAY CENTER PARKWAY, SUITE 300

MEMPHIS, TN 38120

(Current mailing address)

- To engage in the practice of public accounting and such other lawful and related business activities as may from time to time be determined by the Board of Directors
8. of the Corporation.
(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: ROBERT C. BURKE, JR.
Kimpton, Burke & White, P.A.

Office Address: 2805 U.S. 19 North, Suite 100

Clearwater, Florida, 34621
(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
96 JAN 29 AM 11:03

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: Don E. Ray

Address: 5860 Ridgeway Center Parkway, Suite 300 Memphis, TN 38120

Vice Chairman: _____

Address: _____

Director: Richard W. Nokes

Address: 5860 Ridgeway Center Parkway, Suite 300 Memphis, TN 38120

Director: Thomas H. Spencer

Address: 5860 Ridgeway Center Parkway, Suite 300 Memphis, TN 38120

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

President: Don E. Ray

Address: 5860 Ridgeway Center Parkway, Suite 300 Memphis, TN 38120

Vice President: Richard W. Nokes & Thomas H. Spencer

Address: 5860 Ridgeway Center Parkway, Suite 300 Memphis, TN 38120

Secretary: Jorg Kaltwasser

Address: 5860 Ridgeway Center Parkway, Suite 300 Memphis, TN 38120

Treasurer: Robert C. Davis, III

Address: 5860 Ridgeway Center Parkway, Suite 300 Memphis, TN 38120

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

Secretary of State
Corporations Section

James K. Polk Building, Suite 1800
Nashville, Tennessee 37243-0306

ISSUANCE DATE: 11/22/95
REQUEST NUMBER: 3078-1719
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 12/29/1993
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0273881
JURISDICTION: TENNESSEE

TO:
GEORGE B. JONES & CO., C.P.A.
AT: KAY C. DAVIS
5860 RIDGEWAY CTR PK
MEMPHIS, TN 38120

REQUESTED BY:
GEORGE B. JONES & CO., C.P.A.
AT: KAY C. DAVIS
5860 RIDGEWAY CTR PK
MEMPHIS, TN 38120

CERTIFICATE OF EXISTENCE

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

"GEORGE B. JONES & CO., P.C."

IS A CORPORATION DULY INCORPORATED UNDER THE LAW OF THIS STATE WITH DATE OF INCORPORATION AND DURATION AS GIVEN ABOVE;
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE EXISTENCE OF THE CORPORATION HAVE BEEN PAID;
THAT THE MOST RECENT CORPORATION ANNUAL REPORT REQUIRED HAS BEEN FILED WITH THIS OFFICE; AND
THAT ARTICLES OF DISSOLUTION HAVE NOT BEEN FILED; AND
THAT ARTICLES OF TERMINATION OF CORPORATE EXISTENCE HAVE NOT BEEN FILED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN 29 AM 11:03

FOR: REQUEST FOR CERTIFICATE

ON DATE: 11/22/95

FROM:
GEORGE B. JONES & CO., C.P.A.
5860 RIDGEWAY CENTER
PKWY
MEMPHIS, TN 38120-0000

RECEIVED: FEES \$10.00 \$10.00
TOTAL PAYMENT RECEIVED: \$20.00

RECEIPT NUMBER: 00001871035
ACCOUNT NUMBER: 00109838



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE