

F96000000520

TRANSMITTAL LETTER

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

800001291368
-10/04/94--01050--011
****70.00 ****70.00

SUBJECT:

RAZOOK'S INC
(Name of corporation)

400001516764
-06/19/95--01061--003
****901.25 ****901.25

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 reauthorize the foreign corporation to transact business in Florida.

500001682685
-01/09/96--01079--001
***3230.00 ***3230.00

Please return all correspondence concerning this matter to the following:

JAN MACDONALD
(Name of Person)
RAZOOK'S INC
(Firm/Company)
45 E. VUTNAM AVE
(Address)
GREENWICH, CT 06830
(City, State and Zip Code)

000001622470
-10/27/95--01058--001
***3100.00 ***3100.00

W94-21474

500001648125
-11/29/95--01110--001
***3100.00 ***3100.00

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

JAN MACDONALD at (203) 661-6603
(Name of Person) Area Code & Daytime Telephone Number

3230

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 31 AM 10:32



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

October 4, 1994

RAZOOKS INC.
% JAN MACDONALD
45 E. PUTNAM AVE.
GREENWICH, CT 06830

SUBJECT: RAZOOKS INC.
Ref. Number: W94000021474

We have received your document for RAZOOKS 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.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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) 487-6094.

Steven Harris
Corporate Specialist

Letter Number: 194A00044098



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

October 13, 1994

RAZOOKS INC.
% JAN MACDONALD
45 E. PUTNAM AVE.
GREENWICH, CT 06830

SUBJECT: RAZOOKS INC.
Ref. Number: W94000021474

We have received your document for RAZOOKS INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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 \$10,401.25.

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) 487-6094.

Steven Harris
Corporate Specialist

Letter Number: 394A00045368



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 17, 1995

RAZOOKS INC.
% JAN MACDONALD
45 E. PUTNAM AVE.
GREENWICH, CT 06830

SUBJECT: RAZOOKS INC.
Ref. Number: W94000021474

This letter is in response to the application by foreign corporation for authorization to transact business in Florida that was previously submitted to this office for RAZOOKS INC..

The referenced application states that the corporation has transacted business in the State of Florida since January 1, 1945. You were notified by letter dated October 13, 1994, that because of failure to obtain a certificate of authority prior to transacting business in the State of Florida, the corporation is liable for \$10401.25 in appropriate fees and penalties as set forth in Section 607.1502(4), Florida Statutes, (copy enclosed).

Until a response is received by this office concerning the prior notification, the application by foreign corporation for authorization to transact business in Florida will not be processed. If erroneous information was reflected on the previously submitted application, a sworn affidavit may be filed stating the correct date the corporation first transacted business in Florida, that the corporation did not transact business in Florida prior to the application filing year and that the information entered on such application is incorrect. Any such affidavit will be included with your original qualification documents.

Please provide your response to this letter within 30 days to avoid the necessity of further action.

If you have further questions concerning the filing of your document, please telephone the Foreign Qualification/Tax Lien Section at (904) 487-6091.

Steven Harris
Corporate Specialist

Letter No. 195A00001816

Enclosure

SHERMAN & GOLDBERG

ACCOUNTANTS & AUDITORS
108 SOUTH FRANKLIN AVENUE
VALLEY STREAM, NEW YORK 11580

(516) 568-1800

February 13, 1995

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

Dear Mr. Harris:

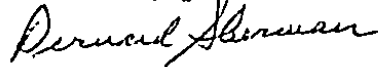
We are the accountants for Razooks, Inc. and are responding to your notice of an amount due for the Annual Report Fee and the Penalty Fee of \$ 10,401.25.

Please be advised that the failure to file these reports were not intentional. Razooks, Inc. has always filed all the required tax returns to the State of Florida. These forms included Sales Tax, Corporate Income Tax and the Intangible Tax returns.

There must be some way that the penalty for failure to file the Annual Report and to pay the annual fee can be resolved without assessing the penalty. This corporation is having a very difficult time conducting business in the State of Florida and can ill afford to absorb the penalty of \$ 9,500. that is being assessed.

It would be appreciated if this penalty is abated and we will have Razooks, Inc. pay the annual report fees that are past due and we will see that all future reports will be filed on time. Thank you for your consideration in this matter.

Sincerely yours,



BERNARD SHERMAN

BS:sm



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 13, 1995

Jan MacDonald
Razooks Inc.
45 E. Putnam Ave.
Greenwich, CT 06830

RE: Razooks Inc.

Dear Jan,

This letter is in reference to our phone conversation regarding penalty fees against Razooks Inc. for failing to obtain a certificate of authority from this Division before transacting business in Florida. The fees are assessed as follows:

YEAR	PENALTY FEE	ANNUAL REPORT FEE
1975	\$500.00	N/A
1976	\$500.00	\$ 5.00
1977	\$500.00	\$ 5.00
1978	\$500.00	\$ 10.00
1979	\$500.00	\$ 10.00
1980	\$500.00	\$ 10.00
1981	\$500.00	\$ 10.00
1982	\$500.00	\$ 10.00
1983	\$500.00	\$ 10.00
1984	\$500.00	\$ 10.00
1985	\$500.00	\$ 20.00
1986	\$500.00	\$ 20.00
1987	\$500.00	\$ 25.00
1988	\$500.00	\$ 25.00
1989	\$500.00	\$ 35.00
1990	\$500.00	\$ 35.00
1991	\$500.00	\$ 61.25
1992	\$500.00	\$200.00
1993	\$500.00	\$200.00
1994	N/A	\$200.00

Total: \$10,401.25

Please do not hesitate to contact me if you have any questions regarding this matter.

Sincerely,


Steven Harris, Corporate Specialist
Division of Corporations
(904) 487-6094

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



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 29, 1995

Mr. Bernard Sherman
Sherman & Goldberg
Accountants & Auditors
108 South Franklin Avenue
Valley Stream, New York 11580

Re: Request for Penalty Waiver

Dear Mr. Sherman:

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 Razooks, Inc.

As of the date above, the total amount of penalties owed by this corporation is \$9,430.00. 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 904/488-3684.

Respectfully,

A handwritten signature in black ink, appearing to read "Marc W. Dunbar", written over a horizontal line.

Marc W. Dunbar
Assistant General Counsel

MWD/idi

Enclosure

cc: Mr. George Razook

SHERMAN & GOLDBERG

ACCOUNTANTS & AUDITORS
108 SOUTH FRANKLIN AVENUE
VALLEY STREAM, NEW YORK 11580

(516) 866-1800 • FAX (516) 866-1884

September 29, 1995

RECEIVED
OCT 3 1995

Office of General Counsel,
Department of State

Florida Department of State
The Capitol
Tallahassee, Florida 32399-0250

Att: Marc W. Dunbar, Asst. Gen'l Counsel

Dear Marc:

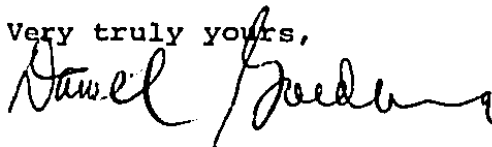
Regarding our conversation of this date referring to the penalty owed to the State of Florida by our client Razook's, Inc. in the amount of \$9,430.00, they have agreed as per your proposal to this balance due in three installments as follows:

Oct. 30, 1995	\$3,100.00
Nov. 30, 1995	3,100.00
Dec. 30, 1995	3,230.00

Please send confirmation of your acceptance of this agreement to Jan MacDonald, Comptroller at Razook's, Inc. 45 E Putnam Ave, Greenwich, Ct 06830.

It was a pleasure speaking with you.

Very truly yours,



DG:c



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 3, 1995

Ms. Jan MacDonald
Comptroller
Razook's, Inc.
45 E. Putnam Ave.
Greenwich, CT 06830

Re: Outstanding Corporate Penalties Payment Schedule

Dear Ms. MacDonald:

In accordance with the September 29, 1995, correspondence from Mr. Daniel Goldberg, a copy of which is attached hereto, the purpose of this letter is to confirm my acceptance of the outlined payment schedule for the outstanding penalties owed by your corporation.

Upon receipt of the final payment in December, the Department of State agrees to commence qualification of Razooks, Inc. to do business in Florida. I appreciate your willingness to cooperate in this matter. If you have any questions in the interim, please feel free to call me at 904/488-3684.

Respectfully,

A handwritten signature in black ink, appearing to read "Marc W. Dunbar", written over a horizontal line.

Marc W. Dunbar
Assistant General Counsel

MWD/idi

Attachments



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 11, 1996

BERNARD SHERMAN
SHERMAN & GOLDBERG
108 S. FRANKLIN AVE
VALLEY STREAM, NY 11580

SUBJECT: RAZOOKS INC.
Ref. Number: W94000021474

We have received your document for RAZOOKS INC. and your check(s) totaling \$10401.25. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 596A00001423



Department of State
Memorandum Office of the General Counsel

TO: File

FROM: Marc W. Dunbar, Assistant General Counsel

DATE: January 9, 1996

RE: Razooks, Inc.

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

**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. Razook's, 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. NEW YORK
(State or country under the law of which it is incorporated)
3. 13-1607965
(FEI number, if applicable)
4. 5-12-48
(Date of Incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. 1945 APPROX
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 45 E. PUTNAM AVE.
GREENWICH CT. 06830
(Current mailing address)
8. OPERATES RETAIL LADIES SHOP
(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: GEORGE RAZOOK
Office Address: 40 RAZOOK'S INC
ORANGE BLOSSOM BLVD.
N. PALM BEACH, Florida, 33408
(Zip Code)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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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.

George F. Razook
(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: GEORGE RAZOOK

Address: PARK DR. 50
RYE, N.Y.

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: LESLIE R. RAZOOK

Address: 5 MARSHALL RIDGE RD
NEW CANAAN, CT 06840

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. GEORGE F. RAZOOK CHAIRMAN
(Typed or printed name and capacity of person signing application)

State of New York | **ss:**
Department of State

I hereby certify, that the certificate of incorporation of RAZOOK'S, INC. was filed on 05/21/1948, under the name of RAZOOK'S INCORPORATED, fixing the duration as perpetual, and that I have made a diligent examination of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, I find no such certificate, order or record, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment RAZOOK'S INCORPORATED, changing name to RAZOOK'S, INC., was filed 12/08/1949.

The Statement of Addresses and Directors is past due.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 19th day of January
one thousand nine hundred and
ninety-six
Alexander F. Treadwell
Secretary of State

199601220245 63

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 31 AM 10:33