

# F96000000595

## TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: VILLEROY & BOCH (USA) INC  
(Name of corporation - must include suffix)

92/6  
96 FEB - 6 AM 03  
DIVISION OF CORPORATIONS  
FILED STATE'S

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:

200001708682  
-02/06/96--01124--007  
\*\*\*1000.00 \*\*\*1000.00

KEITH POWELL

(Name of Person)

W95-21682

VILLEROY & BOCH (USA) INC

(Firm/Company)

1624 W. CROSBY RD (#128)

(Address)

CARROLLTON TX

(City/State/Zip)

600001686166  
-01/11/96--01017--001  
\*\*\*\*400.00 \*\*\*\*400.00

300001624383  
-10/31/95--01071--002  
\*\*\*\*70.00 \*\*\*\*70.00

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

KEITH POWELL

(Name of Person)

at (214) 245-7337  
(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



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

November 1, 1995

KEITH POWELL  
VILLEROY & BOCH (U.S.A.), INC.  
1624 W. CROSBY RD., #128  
CARROLLTON, TX 75006

SUBJECT: VILLEROY & BOCH (U.S.A.), INC.  
Ref. Number: W95000021682

*Called 12/29 and  
asked him to send last  
5 federal tax returns +  
\$400.*

We have received your document for VILLEROY & BOCH (U.S.A.), 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:

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 \$2400.00.

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) 487-6095.

Jennifer Sindt  
Document Examiner

Letter Number: 495A00048826

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 FEB -6 AM 10:03

# Villeroy & Boch

December 26, 1995

Ms. Jennifer Sindt  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 FEB - 6 AM 10: 03

Dear Ms. Sindt,

We are in receipt of your letter dated November 1, 1995 regarding the qualification of Villeroy & Boch U.S.A., Inc. in the State of Florida. The purpose of this writing is to request a waiver of the civil penalties of \$1,000 per year.

Please be advised that we were unaware that we were not qualified to transact business in the State of Florida until just recently. We have properly filed all tax returns, income, sales, and withholding, when due as well as any other reports that were required to be filed to the best of our knowledge.

We will file and remit on an immediate basis any annual reports with appropriate filing fees as well as any other information or documentation requested. However, as we have acted in good faith if the filing of tax returns and reports for the past two years, we appreciate your consideration of waiving the penalty for not being qualified.

Thank you in advance for your prompt attention regarding this matter. Please do not hesitate to contact us at (214) 245-7337 if you require additional information or documentation.

Yours truly

  
Keith Powell  
Secretary/Treasurer

# Villeroy & Boch

January 8, 1996

Ms. Jennifer Sindt  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
96 FEB - 6 AM 10: 03

Dear Ms. Sindt,

Enclosed please find our check payable to the Florida Secretary of State in the amount of \$400.00. This represents the annual report fees for the years 1994 and 1995 as per your request. You had indicated that these fees must be paid prior to submission for our request for waiver of civil penalties.

Please accept our apologies for not being registered and authorized to do business in the State of Florida. Again, it was not intentional and we were unaware that we were not properly registered with the State.

Thank you in advance for the consideration of waiver of civil penalties and be assured that we will do everything possible in the future to assure that we are in compliance with the State of Florida laws. Your prompt attention to this matter is greatly appreciated. If you require additional information or documentation, please contact us at (214)245-7337 for immediate assistance.

Yours truly,

  
Keith Powell  
Secretary/Treasurer

*Called 1/11 -  
reminded him  
of federal tax  
returns. Will send.*

# Villeroy & Boch

January 29, 1996

Mr. Mark Dunbar  
Office of General Counsel  
Florida Department of State  
LL10 - The Capital  
Tallahassee, FL 32399-0250

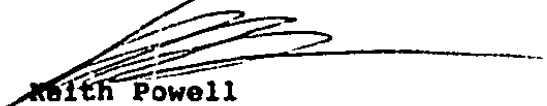
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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 FEB -6 AM 10:03

Dear Mark,

Per our conversation, enclosed please find our check #1436 in the amount of \$1000.00. This check represents payment of penalties for failure to be authorized to do business in the state of Florida.

Thank you in advance for expediting the process and getting Villeroy & Boch U.S.A., Inc. authorized to do business in the state of Florida.

Yours truly,

  
Keith Powell  
Secretary/Treasurer

RECEIVED

FEB 2 1996

DEPARTMENT OF STATE  
OFFICE OF THE SECRETARY



**Department of State**  
**Memorandum Office of the General Counsel**

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**TO:** File  
**FROM:** Marc W. Dunbar, Assistant General Counsel  
**DATE:** February 2, 1996  
**RE:** Villeroy & Boch

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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 (assessed at the statutory minimum amount of \$500 per year) and all outstanding fees and now wishes to be qualified to do business in this state.

MWD/mwd

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 FEB -6 AM 10:03

**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. VILLEROY & BOCH (U.S.A.), 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. 22-2059484  
(FEI number, if applicable)
4. 3/14/75  
(Date of Incorporation)
5. PERPETUAL  
(Duration: Year corp. will cease to exist or "perpetual")
6. June 1 1993  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 1624 W. CROSBY RD (#128)  
CARROLLTON, TX 75006  
(Current mailing address)
8. Sale of CERAMIC TILE and ALLIED PRODUCTS  
(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: C T CORPORATION SYSTEM

Office Address: 1200 SOUTH PINE ISLAND ROAD

PLANTATION

, Florida, 33324

(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)

Michael E. Jones  
Special Asst. Secty.

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: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Dr. ROLF BEHRENTROTH

Address: METTLACH, GERMANY

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: JÜRGEN KRÜLL

Address: METTLACH, GERMANY

Director: JÜRGEN HEINRICH

Address: METTLACH, GERMANY

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DIVISION OF CORPORATIONS

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

President: THOMAS CAWTHON

Address: 4640 DE GREY LANE

PLANO, TX 75093

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: KEITH POWELL

Address: 508 MANTLE BROOK DRIVE,

DE SOTO, TX 75115

Treasurer: KEITH POWELL

Address: 508 MANTLE BROOK DRIVE, DE SOTO, TX 75115

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

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

14. KEITH POWELL, SECRETARY/TREASURER  
(Typed or printed name and capacity of person signing application)

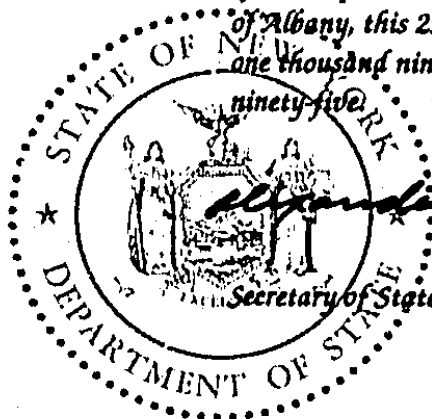
**State of New York** | ss:  
**Department of State**

I hereby certify, that the certificate of incorporation of VILLEROY & BOCH (U.S.A.), INC. was filed on 03/14/1975, with perpetual duration, 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.

The Statement of Addresses and Directors is past due.

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Witness my hand and the official seal  
of the Department of State at the City  
of Albany, this 29th day of September  
one thousand nine hundred and  
ninety-five



199510020060

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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