

# F960000000638

## TRANSMITTAL LETTER

W 95-5336

TO: QUALIFICATION/REGISTRATION SECTION  
DIVISION OF CORPORATIONS

800001425508  
-03/03/95--01083--013  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

800001710818  
-02/08/95--01102--013  
\*\*\*1000.00 \*\*\*1000.00

SUBJECT: V. JOHN DAVIDIAN HOLDINGS LIMITED  
(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:

Grant C. Robinson, F.C.A.  
(Name of Person)

Robinson & Company  
(Firm/Company)

512 Woolwich Street, Suite 2  
(Address)

Guelph, Ontario, Canada N1H 3X7  
(City, State and Zip Code)

100001509041  
-06/08/95--01111--019  
\*\*\*\*\*490.00 \*\*\*\*\*490.00

200001617872  
-10/23/95--01075--001  
\*\*\*\*\*441.25 \*\*\*\*\*441.25

200001617872  
-10/23/95--01075--002  
\*\*\*\*\*500.00 \*\*\*\*\*500.00

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

Grant C. Robinson at ( 519 ) 837 - 3111  
(Name of Person) Area Code & Daytime Telephone Number

200001630142  
-11/07/95--01008--001  
\*\*\*1000.00 \*\*\*1000.00

### 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

500001656165  
-12/07/95--01061--001  
\*\*\*1000.00 \*\*\*1000.00



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

March 10, 1995

GRANT C. ROBINSON, F.C.A.  
ROBINSON & COMPANY  
512 WOOLWICH ST., #2  
GUELPH ONTARIO CANADA, N1H-3X7

SUBJECT: V. JOHN DAVIDSON HOLDINGS LIMITED "INCORPORATED"  
Ref. Number: W95000005336

We have received your document for V. JOHN DAVIDSON HOLDINGS LIMITED "INCORPORATED" and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501, F.S., must be set forth in section 6 of the application. If the corporation has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office is required to collect the minimum civil penalty of \$500 for each year other than the application filing year, that a foreign corporation transacts business in this state without authority along with the past annual report fees due this office.)

Based upon information provided by the Florida Department of Revenue, pursuant to section 213.053(14), Florida Statutes, it appears that V. JOHN DAVIDSON HOLDINGS LIMITED "INCORPORATED" has transacted business in Florida prior to submitting an "Application for Authority to Transact Business in Florida". The information received from the Florida Department of Revenue indicates February 1, 1988, as the initial date of transacting business in the State of Florida. Please contact this office concerning the date first transacted business in Florida.

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 \$4431.25.

If it is determined that the corporation's previous activities in Florida that warranted compliance with Florida's revenue laws did not constitute the transaction of business within the meaning of s. 607.1501, F.S., please provide a sworn affidavit to that effect.

A brief description of the entity's nature of business must be included in the

document.

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.

If you have any questions concerning the filing of your document, please call (904) 487-6093.

Freta Lott  
Corporate Specialist Supervisor

Letter Number: 895A00010781



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

May 12, 1995

GRANT C. ROBINSON, F.C.A.  
ROBINSON & COMPANY  
512 WOOLWICH ST., #2  
GUELPH ONTARIO CANADA, N1H-3X7

SUBJECT: V. JOHN DAVIDSON HOLDINGS LIMITED "INCORPORATED"  
Ref. Number: W95000005336

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 V. JOHN DAVIDSON HOLDINGS LIMITED "INCORPORATED".

This office received information provided by the Florida Department of Revenue, pursuant to section 213.053(14), Florida Statutes, which indicates that the corporation has transacted business in the State of Florida since February 1, 1988. You were notified by letter dated March 10, 1995, that because of failure to obtain a certificate of authority prior to transacting business in the State of Florida, the corporation is liable for \$4431.25 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.

Freta Lott  
Corporate Specialist Supervisor Letter No. 595A00024432

Enclosure

# V. JOHN DAVIDIAN HOLDINGS LTD.

550 York Road

GUELPH, ONTARIO, CANADA Phone (519) 822-9971

N1E 3J4

Fax (519) 822-1119

May 25, 1995

Florida Department of State  
Division of Corporations  
Box 6327  
Tallahassee, Florida  
32314

ATTENTION: Freda Lott  
Latter # 595A0024432

Dear Ms. Lott:

We have received your letter advising us that our company V. John Davidian Holding Limited owes \$4,431.25 in fees and penalties because of a failure to obtain a certificate of authority prior to transacting business in the state of Florida. We ask that you reconsider the assessment of penalties and interest on the penalties in this circumstance.

My company has held a small real estate in Florida and has been filing tax returns with the Florida Department of Revenue since we began ownership of the properties. We were not aware that the rental of real estate constituted transacting business for the purposes of your certificate of authority. We in fact were not aware that we are required to obtain a certificate of authority in order to rent a small apartment. We have been honest corporate citizens. We unfortunately were not aware of this certificate of authority requirement.

We are a small company owning a small real estate in the State of Florida, which incidently has been nothing so far but a source of loss! We have been forthright with the State of Florida and filed our tax returns regularly. We feel unduly penalized for what we understand are seven years of filing fees, at \$70 a year, or \$490. We are enclosing a cheque for this \$490 to demonstrate our desire to bring our account up to date with you.

Would you please consider waiving the penalties and interest on the penalties in our situation since we have tried to be a good corporate citizen and were unaware of the reporting requirement.

Yours truly,  
V. John Davidian Holdings Limited  
per



V. John Davidian



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

June 13, 1995

GRANT C. ROBINSON, F.C.A.  
ROBINSON & COMPANY  
512 WOOLWICH ST., #2  
GUELPH ONTARIO CANADA, N1H-3X7

SUBJECT: V. JOHN DAVIDSON HOLDINGS LIMITED "INCORPORATED"  
Ref. Number: W95000005336

We have received your document for V. JOHN DAVIDSON HOLDINGS LIMITED "INCORPORATED" and your check(s) totaling \$560.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

It does not appear, based on your correspondence, that V. John Davidian Holdings Limited "Incorporated" has a compelling reason for this office to waive the penalty and annual report fees assessed against your corporation, for failing to obtain a certificate of authority prior to the transaction of business in Florida.

The check you submitted for \$490.00 has been applied toward the above mentioned fees. The total amount now due by your corporation in penalty and annual reports fees is \$3941.25.

Please make the corrections to your form mentioned in our previous letter dated March 10, 1995 (copy enclosed) and resubmit along with a check for the total amount due.

If you should have any further questions, please call the UCC Liens Filing Section at (904) 487-6093.

Freta Lott  
Corporate Specialist Supervisor  
Division of Corporations

Doc. Reference: W95000005336  
Letter Number: 695A00028001

# V. JOHN DAVIDIAN HOLDINGS LTD.

RECEIVED

880 York Road

QUELPH, ONTARIO, CANADA Phone (519) 822-9971

Fax (519) 822-1119

NLE 3J4

JUL 7 1995

June 28, 1995

U.S. DEPARTMENT OF STATE  
OFFICE OF THE SECRETARY

Florida Department of State  
Division of Corporations  
Box 6327  
Tallahassee, Florida  
32314

ATTENTION: Ms. Freda Lott

Dear Ms. Lott:

You have been speaking with our accountant, Grant Robinson, regarding the penalties and interest charged on our filing fees. You have informed Mr. Robinson that by statute you are unable to waive the penalties and interest on the penalties even in this situation where we have been attempting to be in compliance with your state laws. You indicated the only alternative is to appeal to the government in Tallahassee.

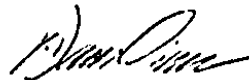
We are enclosing a copy of our U.S. operating financial statement. This statement shows an operating loss in our last fiscal year and a deficit accumulated over time of over \$166,000. On the basis that our U.S. operations have not been profitable and they are unable to generate the cash flow required to pay this penalty, we are requesting relief from the penalties and interest on the penalties on these charges. In each year we have filed our state and federal income tax returns. We have attempted to be in compliance with all state laws. We were not aware that we were required to be registered for doing business in the state of Florida.

On the basis that we have attempted to be a good corporate citizen by filing all of our tax returns and the fact that our Florida operations are in a money losing situation, we request that the penalties and interest on the penalties on our annual filing fee be waived.

If there is a formal procedure for us to request this relief, please contact ourselves or our accountant, Grant Robinson at Robinson & Company, 512 Woolwich Street, Suite 2, Guelph, Ontario, N1H 3X7.

Yours truly

V. John Davidian Holdings  
per

A handwritten signature in dark ink, appearing to read "V. John Davidian", written in a cursive style.

V. John Davidian

U.S. Operating Financial  
Statement attached.

# V. JOHN DAVIDIAN HOLDINGS LTD.

550 York Road

QUELPH, ONTARIO, CANADA Phone (519) 822-9971

N1E 3J4

Fax (519) 822-1119

July 17, 1995

Mr. Mark Dunbar  
General Council  
Department of State of Florida  
The Capital, Tallahassee Florida  
323990250  
USA

Dear Mr. Dunbar,

Attached, as per your request, please find 5 year Financial Statements for V. John Davidian Holdings Co. Ltd, U.S. rental division-Florida.

As you can notice during this period we have an accumulated loss of \$166,110.00 which is a very considerable amount for a small company like ours.

We are also attaching a cheque for \$441.25 which covers the remainder of our fees.

Very truly yours,



V. John Davidian



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 29, 1995

Mr. V. John Davidian  
V. John Davidian Holdings, Ltd.  
550 York Road  
Guelph, Ontario, Canada N1E 3J4

Re: Request for Penalty Waiver

Dear Mr. Davidian:

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 V. John Davidian Holdings, Ltd.

As of the date above, the total amount of penalties owed by this corporation is \$3,500.00. 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,

Marc W. Dunbar  
Assistant General Counsel

MWD/idi

Enclosure

File

# V. JOHN DAVIDIAN HOLDINGS LTD.

550 York Road

GUELPH, ONTARIO, CANADA Phone (519) 822-9971

N1E 3J4

Fax (519) 822-1119

September 27, 1995

Mr. Marc W. Dunbar  
Assistant General Counsel  
Florida Department of State  
The Capitol  
Tallahassee, Florida  
32399-0250  
U.S.A.

SUBJECT: Our letter of May 25, 1995 and your letter of  
Aug. 29, 1995

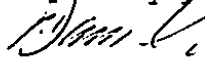
Dear Mr. Dunbar,

We were hoping your Department will have some compassion and realize our situation as a small company who have invested in the State of Florida with hopes of a reasonable gain and not only have already lost a considerable amount, now, to add insult over injury, we have to pay an unreasonable amount in penalty for a hidden regulation that we were entirely unaware of.

We have been forthright with the State of Florida and filed our tax returns regularly, have created a small employment, and unfortunately didn't have the finances to go to big time lawyers who could have made us aware of a hidden regulation. (None of the banks we dealt with or our accountant or the transacting lawyers made us aware of section 607.1502 regulation) We don't see any fairness in this decision do you?

Since we do not have the financial resources, naturally we have to avoid litigation, where we might get a fair trial and then we might not, and adhere to your request for payment of penalties, we therefore attach \$500.00 with this letter and promise to pay \$1,000.00 a month for the next consecutive months. However, with the copy of this letter we once again submit to honorable Secretary of State Madam Sandra B. Mortham for her leniency towards this case.

Very truly yours,



V. John Davidian

cc: Honorable Secretary of State  
Sandra B. Mortham



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

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TO: File

FROM: Marc W. Dunbar, Assistant General Counsel

DATE: December 29, 1995

RE: V. John Davidian Holdings, Ltd.

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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 and fees and now wishes to be qualified to do business in this state.

MWD/mwd

**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. V. JOHN DAVIDIAN HOLDINGS LIMITED "INCORPORATED"  
(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, Canada  
(State or country under the law of which it is incorporated)

3. 98-0115431  
(FEI number, if applicable)

4. January 21, 1988  
(Date of Incorporation)

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

6. FEB. 1, 1988  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 550 York Road, Guelph, Ontario

Canada, N1E 3J4

(Current mailing address)

8. See attached  
(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: Susan Haberkorn

Office Address: 3823 Tamiami Tr. E #273

Naples FL 33962, Florida, 33962  
(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.*

Susan Haberkorn  
(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: Varoozhan Davidian

Address: 2 Old Stone Court

Guelph, Ontario, Canada

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

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

Director: \_\_\_\_\_

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

Director: \_\_\_\_\_

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

B. OFFICERS

President: Varoozhan Davidian

Address: 2 Old Stone Court

Guelph, Ontario, Canada

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

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

Secretary: \_\_\_\_\_

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

Treasurer: \_\_\_\_\_

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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 FEB - 8 AM 9:31

FILED

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

13.

*V. Davidian*  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

V. DAVIDIAN PRESIDENT  
(Typed or printed name and capacity of person signing application)

Ministry of  
Consumer and  
Commercial Relations

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

Ministère de  
la Consommation  
et du Commerce

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



Ontario

## 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,

**V. JOHN DAVIDIAN HOLDINGS LIMITED**

Ontario Corporation No.

Numéro matricule de la personne morale en Ontario

**000750653**

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

est constituée, fusionnée 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

**JANUARY 21 JANVIER, 1988**

and has not been dissolved.

et n'a pas été dissoute.

Dated

Fait le

**JANUARY 29 JANVIER, 1996**

Controller of Records  
Contrôleur des dossiers

SECRETARY OF STATE  
ALLAHUSSEIN FLORIDA

96 FEB - 8 AM 9:31

FILED

For Ministry Use Only  
À l'usage exclusif du ministère

Ontario Corporation Number  
Numéro de la compagnie en Ontario

Trans Code <b>A</b> 1R	Law No. <b>0</b> 2U	Stat <b>0</b> 7B	Comp Type <b>A</b> 7C	Method Incorp <b>3</b> 3U
Share <b>S</b> 31	Notice Req'd <b>N</b> 32	Jurisdiction <b>ONTARIO</b> 33 34 35 36 37		

**ARTICLES OF INCORPORATION  
STATUTS CONSTITUTIFS**

Form 1  
Business  
Corporations  
Act,  
1982

Formule  
numéro 1  
Loi de 1982  
sur les  
compagnies

1. The name of the corporation is: *Dénomination sociale de la compagnie:*

V.	J	O	H	N	D	A	V	I	D	I	A	N	H	O	L	D	I	N	G	S
L	I	M	I	T	E	D														

2. The address of the registered office is: *Adresse du siège social:*

550 York Road

(Street & Number or R.R. Number & if Multi-Office Building give Room No.)  
(Rue et numéro ou numéro de la R.R. et, s'il s'agit d'un édifice à bureaux, numéro du bureau)

Guelph, Ontario

(Name of Municipality or Post Office)  
(Nom de la municipalité ou du bureau de poste)

**N 1 E 3 J 4**

(Postal Code)  
(Code postal)

City of Guelph

(Name of Municipality, Geographical Township)  
(Nom de la municipalité, du canton)

in the  
dans le/la

County of Wellington

(County, District, Regional Municipality)  
(Comté, district, municipalité régionale)

3. Number (or minimum and maximum number) of directors is: *Nombre (ou nombres minimum et maximal) d'administrateurs:*

Minimum of one (1) and  
Maximum of five (5)

4. The first director(s) is/are: *Premier(s) administrateur(s):*

First name, initials and surname  
Prénom, initiales et nom de famille

Residence address, giving street & No. or R.R. No. or  
municipality and postal code.  
Adresse personnelle, y compris la rue et le numéro, le  
numéro de la R.R. ou, le nom de la municipalité et le code  
postal

Resident  
Canadian  
State  
Yes or No  
Résident  
Canadien  
Oui/Non

Varoozhan Davidian

11 Keats Crescent  
Guelph, Ontario  
N1G 3B1

Yes

5. Restrictions, if any, on business the corporation may carry on or exercise. *Limites, si il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la compagnie.*

The business that the corporation may carry on and the powers that the corporation may exercise are without restrictions.

6. The classes and any maximum number of shares that the corporation is authorized to issue. *Catégories et nombre maximal, s'il y a lieu, d'actions que la compagnie est autorisée à émettre:*

100 Common Shares

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

7. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:

Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série:

There are no rights, privileges, restrictions and conditions.

8. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows: Les titres ont/ont pas restrictions. s'il y a des, sont les suivantes:

No issue or transfer of shares shall be made without the consent of Varoozhan Davidian, as long as he is a director or shareholder of the company.

9. Other provisions, if any are:

Autres dispositions, s'il y a lieu:

5

None.

10. The names and addresses of the incorporators  
Nom et adresse des fondateurs

First name, initials and surname or corporate name  
Prénom, initiale et nom de famille ou dénomination sociale

Varoozhan Davidian

Full residential address or address of registered office or  
of principal place of business giving street & No. or R.R.  
No., municipality and postal code  
Adresse personnelle ou complète, adresse du siège  
social ou adresse de l'établissement principal, y  
compris la rue et le numéro, le numéro de la R.R., le  
nom de la municipalité et le code postal

11 Kents Crescent  
Guelph, Ontario  
N1G 3B1

These articles are signed in duplicate

Les présents statuts sont signés en double exemplaire.

Signatures of incorporators  
(Signature des fondateurs)

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96 FEB -8 AM 9:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA