

F96000000822

HOFFMAN & GENCARELLI, PC.

CERTIFIED PUBLIC ACCOUNTANTS

99 PONDFIELD ROAD
BRONXVILLE, NY 10708

(914) 961-1161
FAX (914) 961-1198

900001666169
-12/20/95--01007--002
*****70.00 *****70.00

November 6, 1995

Sandra B. Mortham
Secretary of State
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

900001666169
-12/20/95--01007--002
*****70.00 *****70.00

Re: Hoffman and Company, P.C.
Id#: 13-3011394
Incorporated February 6, 1980

500001694355
-01/22/96--01026--022
*****400.00 *****400.00
W95-24702

Dear Ms. Mortham:

P.353

As a follow up to my letter of September 18, 1995 (see copy attached), our attorneys have advised us that we are required to apply to your department in accordance with Florida Statute 607.1501. In this regard, enclosed is the completed application by a foreign corporation to transact business in Florida along with the certificate of existence for New York State and a check in the amount of seventy dollars which represents the registration fee.

At the time that we commenced business in Fort Lauderdale, Florida, we filed the necessary paper work with the city of Fort Lauderdale and the Board of Accountancy. In addition, we have filed the appropriate Florida income tax returns for each respective year.

In conclusion, since the omission was obviously an oversight, we respectfully request that the applicable penalty be abated.

H 2/17

Sincerely,

Sheldon A. Hoffman

Sheldon A. Hoffman
President

SAH:lev

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 FEB 19 AM 11:13



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 20, 1995

SHELDON A. HOFFMAN
HOFFMAN & GENCARELLI, P.C.
99 PONDFIELD RD
BRONXVILLE, NY 10708

SUBJECT: HOFFMAN & COMPANY, P.C.
Ref. Number: W95000024702

We have received your document for HOFFMAN & COMPANY, P.C. 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 name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

A corporation may not serve as its own registered agent. Please designate an individual, another active domestic corporation, or a foreign corporation authorized to transact business within this state, having a Florida street address identical with that of the registered office.

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.

In order for the Department of State (Department) to consider HOFFMAN & COMPANY, P.C.'s request for consideration to reduce or waive the civil penalties due this office for transacting business in violation of s. 607.1501, F.S., this office requires the following be submitted:

- 1) copies of the corporation's last five federal corporation income tax

returns

2) a check made payable to the Florida Department of State in the amount of \$400.00, covering the annual report fees due this office. (Note: this office does not have statutory authority to waive or reduce past annual report fees that would have been collected had the corporation properly qualified.)

Please submit the above information and past annual report fees along with a copy of this letter to my attention. The Department's General Counsel will review and consider HOFFMAN & COMPANY, P.C.'s request for waiver or reduction of the civil penalties due this office only when the above information and annual report fees have been received.

If you have any questions concerning the filing of your document, please call (904) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 495A00054829

January 18, 1996

Dear Mr. Hart Collins

In accordance with the attached notice, enclosed please find the corporate resolution adopting the name of Hoffman and Gencarelli, P.C. along with a check in the amount of \$400.00 payable to Florida Department of State which will cover all annual report fees.

Thank you in advance for your cooperation.

Sincerely

Steve V. Gencarelli
Vice President

SVG:jb
encl.



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 22, 1986

**SHELDON A. HOFFMAN
HOFFMAN & GENCARELLI, P.C.
99 PONDEFIELD DR
BRONXVILLE, NY 10708**

**SUBJECT: HOFFMAN & GENCARELLI, P.C.
Ref. Number: W95000024702**

We have received your document for HOFFMAN & GENCARELLI, P.C. and your check(s) totaling \$470.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

A corporation may not serve as its own registered agent. Please designate an individual, another active domestic corporation, or a foreign corporation authorized to transact business within this state, having a Florida street address identical with that of the registered office.

I have received \$400 in past annual report fees, however if Hoffman & Company, P.C. is requesting that the Department of State consider waiving or reducing the \$2000 in civil penalties, this office requires copies of the last five federal corporation income tax returns.

If you have any questions concerning the filing of your document, please call (904) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 596A00002619

HOFFMAN & GENCARELLI, PC
CERTIFIED PUBLIC ACCOUNTANTS
99 PONDFIELD ROAD
BRONXVILLE, NY 10708
Tel # 914-961-1161 Fax # 961-1198
E-Mail - Gdctrk@msn.com

Sheldon A. Hoffman *
Stephen V. Gencarelli **
Steven Z. Levy

* Licensed in NY & FL
** Licensed NY, CT & FL

January 29, 1996

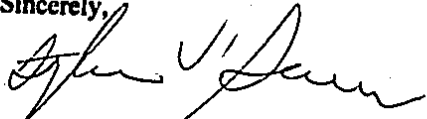
Hart Collins
Senior Corporate Section Administrator
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Dear Mr. Hart:

In accordance with the attached letter, please find the tax returns for Hoffman and Company for the years ended December 31, 1991 through December 31, 1994. It should be noted that we are getting the 1990 return from storage and will forward this in the near future.

In addition, as per your previous request, we will also be forwarding the incomplete resolution in the near future.

Sincerely,



Stephen V. Gencarelli
Vice-President

SVG:tst

enc.



Department of State

Memorandum Office of the General Counsel

TO: File

FROM: Marc W. Dunbar, Assistant General Counsel

DATE: February 6, 1996

RE: Hoffman and Company, P.C. d/b/a Hoffman and Gencarelli, P.C.

Based on a review of the file and the tax returns provided by this corporation, it is my recommendation that this file be closed, all penalties be abated, and this corporation be qualified to do business in Florida. This corporation has paid all outstanding annual report fees. This corporation has operated at or near a loss for each of the past four years and cannot afford to pay the outstanding penalties. As such, all penalties have been waived, and this corporation should be qualified to do business in this state.

MWD/mwd

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Sheldon A. Hoffman, do hereby certify that this Resolution of the Board of Directors of Hoffman & Company, P.C., a corporation duly organized and existing under the laws of the State of New York, was duly adopted on January 18, 19 96.

Resolved, that Hoffman & Company, P.C., organized and existing in the State of New York, hereby adopts the name Hoffman & Gencarelli, P.C. for use in Florida.

Dated: January 18, 1996

Sheldon A. Hoffman
Signature of at least one director



W V.P.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**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. Hoffman & Company, 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. New York
(State or country under the law of which it is incorporated)
3. 13 - 3011 344
(FEI number, if applicable)
4. 2-6-80
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. August 1993
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 99 Pondfield Road
Bronxville New York 10708
(Current mailing address)
8. Certified Public Accountants
(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 acceptable)

Name: Steve V. Levy

Office Address: 915 Middle River Drive

Fort Lauderdale, Florida, 33304
(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.

X Steve V. Levy
(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: (Street address ONLY- P. O. Box NOT acceptable)

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

Chairman: Sheldon Hoffman

Address: 99 Pondfield Road, Bronxville NY 10708

Vice Chairman: _____

Address: _____

Director: Sheldon Hoffman

Address: 99 Pondfield Road, Bronxville NY 10708

Director: _____

Address: _____

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

President: Sheldon Hoffman

Address: 99 Pondfield Road, Bronxville NY 10708

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. ✓ Sheldon A. Hoffman Chairman
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Sheldon A. Hoffman
(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 **HOFFMAN & COMPANY, P.C.** was filed on 02/06/1980, 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.

I further certify, that no other certificates have been filed by such corporation.

Witness my hand and the official seal
of the Department of State at the City
of Albany this 06th day of November
one thousand nine hundred and
ninety-five.



Alexander F. Treadwell
Secretary of State

199511070211

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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