

F96000000877

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Bobrowe Holdings Inc.,
(Name of corporation - must include suffix)

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:

Mr. Gerald Slan
(Name of Person) 100001692811
Ernst & Young
(Firm/Company) -01/19/96--01032--001
30 St. Clair Ave. W., Suite #400
(Address) *****70.00 *****70.00
Toronto, Ontario M4V 3A1
(City/State/Zip)

W45-24930

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

Enzo Vigna
(Name of Person) at (416) 960-7182
(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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96FEB21 PM 2:33
#2/21



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

July 26, 1994

ERNST & YOUNG
% GERALD SLAN
30 ST. CLAIR AVE., WEST, SUITE 400
TORONTO, ONTARIO M4V 3A1, CA

SUBJECT: BOBROSE HOLDINGS INC.
Ref. Number: W94000016423

We have received your document for BOBROSE HOLDINGS 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:

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 \$5301.25.

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: 494A00034411



■ Chartered Accountants
30 St. Clair Avenue West
Suite 400
Toronto, Canada M4V 3A1

■ Phone: (416) 961-7700
Fax: (416) 960-7179

August 12, 1994

Florida Department of State
Qualification/Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL
32314

Dear Sir/Madam:

Re: **Bawbee Holdings Inc. (Ref. #W94000016365)**
Jejac South Corporation (Ref. #W94000016391)
Bobrose Holdings Inc. (Ref. #W94000016423)
Lennie Corporation (Ref. #W94000016376)

We have recently received your letters dated July 26, 1994 in connection with the above-mentioned corporations (the "Corporations"). After reviewing Florida statute 607.1501(2), the Corporations have determined that they have not transacted business in Florida, within the meaning of Florida statute 607.1501(1), as their only connection to Florida is their respective ownership of interests in a joint venture which conducts a rental real estate activity. Each of the Corporations own these joint venture interests as a passive investment and not for the active conduct of a business in Florida. Accordingly, the Corporations rescind their original applications for authority to transact business in the State of Florida.

Should you have any questions or require any further information, please do not hesitate to contact us.

Yours very truly,

ERNST & YOUNG

Gerald A. Slan, C.A.
Signing Officer for the Corporations

GAS:lm

slanson@10.ltr



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

August 23, 1994

Gerald A. Slan, C.A.
Ernst & Young
30 St. Clair Avenue W., S-400
Toronto, Canada M4V 3A1

RE: Bawbee Holdings, Inc. #W94000016365
Jejac South Corporation #W94000016391
Bobrose Holdings Inc. #W94000016423
Lennie Corporation #W94000016376

Dear Mr. Slan:

Thank you for your letter dated August 12, 1994, concerning authority to transact business in Florida by the above referenced foreign corporations.

Your letter states that these foreign corporations have determined that "respective ownership of interests in a joint venture which conducts a rental real estate activity" does not constitute the transaction of business within the meaning of s. 607.1501, F.S.. The activity of owning real property in Florida that is used for rental purposes is an activity that does indeed constitute the transaction of business in Florida, as it exceeds the provision set forth in s. 607.1501(2)(m), F.S., "owning, without more, real or personal property". The grouping of foreign corporations in a joint venture which is engaged in the joint prosecution of mutual profit by owning and renting real property in Florida, can not be used as a vehicle to enter this state and avoid qualification. It is the nature of business that a foreign corporation must consider when determining whether to qualify, which in this case is the ownership interests of rental real estate. Your reference that these foreign corporations consider their ownership interests in rental property as a "passive investment and not for the active conduct of a business in Florida" does not negate the fact that these foreign corporations are engaging in an activity that requires qualification.

Therefore, I respectfully request that these foreign corporations remit the civil penalties and annual report fees that are to be collected by this office, pursuant to s. 607.1502(4), F.S., so that we may then issue a certificate of authority as required by law.

Sincerely,

Hart Collins, Senior Corporate Administrator
Division of Corporations



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

December 23, 1994

ERNST & YOUNG
% GERALD SLAN
30 ST. CLAIR AVE., WEST, SUITE 400
TORONTO, ONTARIO M4V 3A1, CA

SUBJECT: BOBROSE HOLDINGS INC.
Ref. Number: W94000016423

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 BOBROSE HOLDINGS INC..

The referenced application states that the corporation has transacted business in the State of Florida since December 17, 1985. You were notified by letter dated July 26, 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 \$5301.25 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. 994A00054262

Enclosure



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 2, 1995

BRAHM LEVINE, BOBROSE HOLDINGS
% ROYAL POINCIANA PLAZA
P.O. BOX 11
PALM BEACH, FL 33480CA

SUBJECT: BOBROSE HOLDINGS INC.
Ref. Number: W94000016423

CERTIFIED MAIL #P 348 066 556
RETURN RECEIPT REQUESTED

This letter constitutes notice that the Department of State (Department) intends to pursue all legal remedies provided in Sections 607.0130(3) and 607.1502(1), Florida Statutes, because of the failure of BOBROSE HOLDINGS INC. to pay the appropriate penalties and fees incurred by the transacting of business as a foreign corporation in Florida without authority. I have enclosed a copy of Sections 607.0130(3), 607.1501 and 607.1502, Florida Statutes, for your review.

The application submitted by BOBROSE HOLDINGS INC. for authority to transact business in Florida indicates that the corporation transacted business in Florida prior to qualifying. As a result, associated penalties and fees imposed by Section 607.1502(4), Florida Statutes, are due and owing the Department.

Penalties and fees in the amount of \$5301.25 are now due. As a penalty, payment must be remitted within 15 days of receipt of this letter. Make your check payable to the Department of State and forward to:

In the event the date business was first transacted in Florida is activity falls under an enumerated exemption provided in Section 607.0130(3), Florida Statutes, please provide this office with an affidavit to the Department of State establishing either circumstance, all fees previously imposed will either be withdrawn or will be imposed accordingly. If you have any questions regarding this matter, please call (904) 487-6091. I look forward to your response.

Sincerely,

Douglas D. Sunshine, Assistant General Counsel

Enclosures Letter No. 095A00004430

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida

P 348 066 556



**Receipt for
Certified Mail**

No Insurance Coverage Provided
Do not use for International Mail
(See Reverse)

Sent to	
Brahm Levine	
Street and No.	
P.O. Box 11	
P.O., State and ZIP Code	
Palm Beach, FL 33480	
Postage	\$
Certified Fee	
Special Delivery Fee	
Restricted Delivery Fee	
Return Receipt Showing to Whom & Date Delivered	
Return Receipt Showing to Whom, Date, and Addressee's Address	
TOTAL Postage & Fees	\$
Postmark or Date	

PS Form 3800, June 1991



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 27, 1995

GERALD SLAN
ERNST & YOUNG
30 ST. CLAIR AVE., W., #400
TORONTO ONTARIO CANADA, M4V-3A1

SURJECT: BOBROSE HOLDINGS INC.
Ref. Number: W95000024930

We have received your document for BOBROSE HOLDINGS 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.

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) 487-6093.

Freta Lott
Corporate Specialist Supervisor

Letter Number: 995A00055353

AFFIDAVIT

TO: Florida Department of State

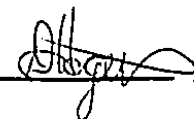
This affidavit is provided in order to provide information with respect to the "Application by Foreign Corporation for Authorization to Transact Business in Florida".

In relation to item #6 concerning Florida's Statutes (1993) 607.1501, the Corporation has not transacted business in Florida prior to 1995. The Corporation has filed with the State of Florida income tax returns since 1984.

BOBROSE HOLDINGS INC.



Gerald A. Slan — Officer

January 24/96 
Date

Donna Theresa Hogarth, a Commissioner,
etc., Municipality of Metropolitan Toronto, for
Ernst & Young, Chartered Accountants.
Expires November 13, 1998.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB 21 PM 2:33

**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. Bobrose Holdings 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 of present.)
2. Ontario
(State or country under the law of which it is incorporated)
3. 98-0074061
(FBI number, if applicable)
4. December 17, 1985
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. January 1, 1995
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 617.133, F.S.))
7. c/o Ernst & Young
30 St. Clair Ave. W., Suite #400, Toronto, Ontario M4V 3A1
(Current mailing address)
8. Holding Company
(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: Wesley A. Lauer c/o Aronstein & Lehr
Office Address: 515 North Flagler Drive, Suite #600
West Palm Beach, Florida, 33401
(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.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Robert Slan

Address: 240 Heath St. W., Apt. 1402

Toronto, Ontario M5P 3L5

Director: Rose Slan

Address: 240 Heath St. W., Apt 1402

Toronto, Ontario M5P 3L5

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

President: Robert Slan

Address: 240 Heath St. W., Apt. 1402

Toronto, Ontario M5P 3L5

Vice President: _____

Address: _____

Secretary: Rose Slan

Address: 240 Heath St. W., Apt 1402

Toronto, Ontario M5P 3L5

~~Treasurer~~ Signing Officer: Gerald A. Slan

Address: 209 Cortleigh Blvd.

Toronto, Ontario M5N 1P6

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

13. Gerald A. Slan

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

14. Gerald Slan - Signing Officer

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

Ministry of
Consumer and
Commercial Relations

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

Ministère de
la Consommation
et du Commerce

Division des affaires commerciales
Direction des compagnies
303 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,

BOBROSE HOLDINGS INC.

Ontario Corporation No.

Numéro matricule de la personne morale en Ontario

000648128

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

DECEMBER 17 DÉCEMBRE, 1985

and has not been dissolved.

et n'a pas été dissoute.

Dated

Fait le

FEBRUARY 01 FÉVRIER, 1996

Controller of Records
Contrôleur des dossiers

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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