

F96000001246

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Lemile Corporation
(Name of corporation must include suffix)

Dear Mr. or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Residence", 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 Blau

(Name of Person)

Enzo & Yvonne

(Firm/Company)

30 St. Clair Ave. W., Suite #400

(Address)

Toronto, Ontario

M4V 3A1

(City/State/Zip)

20000016542012
-01/19/96--01032-4002
*****70.00 *****70.00

W 95-2493

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

Enzo Vigna

(Name of Person)

416

960-7182

at (Area Code & Direct 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
95 MAR 12 AM 9:17

H 7/12



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

July 26, 1984

GERALD BLAN
ERNST & YOUNG
30 ST. CLAIR AVE W., SUITE 400
TORONTO ONTARIO M4V 3A1,

SUBJECT: LENNIE CORPORATION
Ref. Number: W94000016376

We have received your document for **LENNIE CORPORATION** 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 **CORPORATE SPECIALIST** indicated.

Please list the exact street address of the registered agent in section 9. A post office box is not acceptable for the registered office.

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) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 794A00034338



● Chartered Accountants
30 St. Clair Avenue West
Suite 400
Toronto, Canada M4V 1A1

■ Phone: (416) 961-7200
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. Stan, C.A.
Signing Officer for the Corporations

GAS:lm

stanston@tdi.ca



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

August 23, 1994

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

RE: Hawbee Holdings, Inc. #W94000016368
Jefac South Corporation #W94000016391
Bobrose Holdings Inc. #W94000016423
Lennie Corporation #W94000016376

Dear Mr. Blah:

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)(a), 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 5, 1994

GERALD SLAN, C.A.
ERNST & YOUNG
30 ST. CLAIR AVE. W., S-400
TORONTO CANADA M4V 3A1,

SUBJECT: LENNIE CORPORATION
Ref. Number: W94000016376

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 LENNIE CORPORATION.

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.

Hart Collins
Senior Corporate Section Administrator Letter No. 894A00051848

Enclosure



FLORIDA DEPARTMENT OF STATE

Bandra H. Mortham
Secretary of State

February 1, 1988

**BRAHM LEVINE
% ROYAL POINCIANA PLAZA
PO BOX 11
PALM BEACH, FL 33400**

SUBJECT: LENNIE CORPORATION
Ref. Number: W9400J016376

**CERTIFIED MAIL #P 348 066 547
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(4), Florida Statutes, because of the failure of LENNIE CORPORATION 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 LENNIE CORPORATION 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. To avoid further penalty, payment must be remitted within 15 days of receipt of this letter. Please make your check payable to the Department of State and forward it to this office.

In the event the date business was first transacted in Florida is incorrect or the activity falls under an enumerated exemption provided in Section 607.1501(2), Florida Statutes, please provide this office with an affidavit to that effect. If it is determined that the affidavit establishes either circumstance, all penalties and fees previously imposed will either be withdrawn or will be recalculated in accordance with the corrected information, and the application will be processed accordingly. If you have any questions regarding this matter, please telephone (904) 487-6091. I look forward to your response.

Sincerely,

Douglas D. Sunshine, Assistant General Counsel

Enclosures Letter No. 295A00004191



FLORIDA DEPARTMENT OF STATE

Nandra D. Morham
Secretary of State

December 27, 1995

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

SUBJECT: LENNIE CORPORATION
Ref. Number: W95000024931

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

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 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: 095A00055354



FLORIDA DEPARTMENT OF STATE

Sandra B. Morham
Secretary of State

February 21, 1990

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

**SUBJECT: VESTA FLORIDA CORP.
Ref. Number: W95000024931**

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

The corporate name "Vesta Florida Corp." adopted on the resolution for use in Florida is not available. Please adopt another corporate name for use in this state. Please contact me to verify the availability of the corporate name.

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: 596A00007589

RESOLUTIONS OF THE BOARD OF DIRECTORS

OF


LENNIE CORPORATION
(the "Corporation")

WHEREAS the Corporation has been advised by the Florida Department of State that the Corporation must adopt an alternate name for use in the State of Florida;

NOW THEREFORE BE IT RESOLVED AS A RESOLUTION OF THE CORPORATION THAT:

1. An alternate name for Lennie Corporation be adopted for use only in the State of Florida.
2. The alternate name for use in the State of Florida shall be VESTA U.S.A. CORP.

The foregoing resolutions are hereby consented to by all the directors of the Corporation as evidenced by their respective signatures hereto this 23rd day of January, 1996.


Isobel Slan


Leon Slan

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".

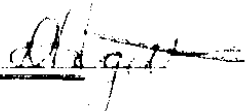
In relation to Item #6 concerning Florida's Statutes (1993) 607.1501, the Corporation has not transacted business in Florida prior to 1995. The Corporation has filed with the State of Florida income tax returns since 1984.

LENNIE CORPORATION



Gerald A. Slan — Officer

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
95 MAR 12 AM 9:17

January 24/96 
Date

Donna Theresa Hagarth, a Commissioner,
etc., Municipality of Metropolitan Toronto, for
Ernst & Young, Chartered Accountants
Expires November 12, 1996

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607, 1903, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

1. British Corporation
(Name of corporation must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words
or abbreviations of like import in language as well clearly indicate that it is a corporate limited or a natural
person or partnership if not as contained in the name of parent.)

2. Ontario 3. 99-0074003
(State or country under the law of which it is incorporated) (FBI number, if applicable)

4. December 17, 1985 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or
"perpetual")

6. January 1, 1985
(Date first transacted business in Florida. (See Sections 607, 1903, and 617, F.S.))

7. c/o ERNST & Young

39 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. Lauter c/o Ardstein & 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.

Wesley A. Lauter
(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
OFFICE OF CORPORATIONS
56 MAR 12 PM 9:17

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: Leon Blau

Address: 517 Vista Drive

Toronto, Ontario M5P 3A9

Director: _____

Address: _____

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

President: Leon Blau

Address: 517 Vista Drive

Toronto, Ontario M5P 3A9

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: Signing Officers Gerald A. Blau

Address: 209 Cortleigh Blvd.

Toronto, Ontario M5N 1Y6

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

13. 

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

14. Gerald A. Blau, Signing Officer

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

Ministry of
Economic and
Commercial Relations

Business Division
Corporate Records
893 University Ave. Suite 801
Toronto ON M5G 1M2

Ministère de
la Consommation
et du Commerce

(Division des affaires commerciales)
(Division des entreprises)
893 ave. University, Bureau 801
Toronto ON M5G 1M2



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,

LENNIE CORPORATION

Ontario Corporation No.

Numéro matricule de la personne morale en Ontario

000648127

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

FILED
RECEIVED
DIVISION OF CORPORATIONS
96 MAR 12 AM 9:17