

F96000001580



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

June 21, 1994

NUVIA GUERR
SEDGWICK SALES, INC.
1040 CALLE RECODO
SAN CLEMENTE, CA 92673

SUBJECT: SEDGWICK SALES, INC.
Ref. Number: W94000013701

200001750842
-03/20/96--01045--012
***1201.25 ***1201.25

200001750842
-03/20/96--01045--011
*****70.00 *****70.00

We have received your document for SEDGWICK SALES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Number 6 of the application must be completed. If the corporation has not transacted business or conducted its affairs in Florida because it has not received confirmation from this office, please insert the words "upon qualification" in lieu of a date.

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

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 794A00029049

409 East Gaines ST
32399

these paper were miss filed.
I am sending them along
with the fictitious name application
Nuvia Guerra

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 28 AM 9:04
11/5/28

000001762070
-03/29/96--01016--003
***5500.00 ***5500.00



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 8, 1996

NUVIA GUERR
SEDGWICK SALES, INC.
1040 CALLE RECODO
SAN CLEMENTE, CA 92673

SUBJECT: SEDGWICK SALES, INC.
Ref. Number: W94000013701

We have received your document for SEDGWICK SALES, 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), Florida Statutes, this office collects a civil penalty of \$1000 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 \$12,201.25.

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.

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

Hart Collins
Senior Corporate Section Administrator

Letter Number: 596A00010552

THE
SEDGWICK
COMPANIES

Maria M. Guerra
Controller
1040 Calle Recodo
San Clemente, California 92673
(714) 366-8610x127 direct
(714) 366-8620 fax

The Sedgwick Companies
Sedgwick Sales, Inc.
GoldenChain International
Golden Chain Gang
Grand Illusions
S&A Wholesale Fashions, Inc.

March 19, 1996

VIA UPS NEXT DAY AIR

Mr. Hart Collins
Senior Corporate Section Administrator
DIVISION OF CORPORATIONS
FLORIDA DEPARTMENT OF STATE
409 E. Gaines St.
Tallahassee, FL 32399

RE: Qualification of Sedgwick Sales, Inc., a Nevada corporation; Ref. No.
W94000013701; Letter No. 596A00010552 dated March 8, 1996

Dear Mr. Collins:

Thank you for taking time to discuss the foregoing matter with me by telephone last Friday. As I indicated to you, Sedgwick Sales, Inc. has done business in Florida for some time now, and has made good faith efforts to comply with Florida law in every respect. It was only a few days ago that we learned, however, that we had overlooked the corporate qualification requirement.

By way of background, Sedgwick Sales, Inc. operates a chain of small fashion jewelry stores in Florida and elsewhere. These stores typically occupy roughly 150 square feet in an enclosed shopping mall, and have a non-seasonal staff of three to five full- and part-time employees each. We currently have ten such stores in Florida.

As a company we have always obtained and maintained both state municipal business and tax licenses for all of our locations in Florida. We have timely and fully paid all state and local sales and transaction privilege taxes arising from each of our operations in Florida. We have paid the annual registration fees for each of our locations to the Florida Department of Revenue. We have filed personal property tax returns and paid personal property taxes on our store fixtures, etc. We have consistently purchased and maintained all required insurance coverages for our Florida employees, and withheld and paid appropriate state income taxes for them. I have enclosed for your perusal a sampling of the extensive documentation in our files attesting to these facts.

As a company, we believed that these actions fulfilled our regulatory obligations to the state of Florida and its municipalities. We were not aware of the qualification requirement.

Mr Hart Collins
March 19, 1996
page 2

In light of our efforts to comply with state and local law, we respectfully request that you waive the \$11,000.00 late filing penalty set forth in the above-referenced letter. Such a penalty would be extremely onerous in light of the absence of both malice and harm in connection with this oversight by our company. As we discussed, I am herewith tendering a check in the amount of \$1,201.25 as and for our annual report fee, along with the necessary forms to qualify the company to do business in Florida. I have also enclosed copies of our company's federal 1120 forms for the past five years as you requested.

We look forward to your favorable disposition of this matter and will appreciate your prompt reply. We will be happy to provide you with any further information you may need in order to process our paperwork and this request. Please do not hesitate to call me if I can be of further assistance to you or your office, or if there is anything else we need to do.

Sincerely,
SEDGWICK SALES, INC.



By

Nuvia M. Guerra
Controller

NG/tk

Encs: Check No. 359732
State Tax License
Other enclosures as noted

cc:

RECEIVED

Mar

MAR 28 1996

DEPARTMENT OF STATE
OFFICE OF THE SECRETARY

SEDGWICK SALES, INC
D/B/A THE GOLDEN CHAIN GANG
D/B/A GRAND ILLUSIONS
1040 CALLE RECODO
SAN CLEMENTE, CA 92673
1-800-578-4264

March 25, 1996

Department of State
LL10 The Capitol
Tallahassee, FL 32399

Attn: Mark Dunbar

This is the check to cover the penalties assessed to our company per conversation on March 25, 1996.

If you have any questions or need anything else from us please call at 714-366-8610 ext 127.

Thank you

Nuvia Guerra
Nuvia Guerra



Department of State
Memorandum Office of the General Counsel

TO: File

FROM: Marc W. Dunbar, Assistant General Counsel

DATE: March 26, 1996

RE: Sedgwick Sales, Inc.

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

**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. Sedgwick Sales, 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. Nevada 3. 88-0181414
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 1978 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 1985
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. SEDGWICK SALES, INC.
1040 CALLE RECODO
SAN CLEMENTE, CA 95069
(Current mailing address)
8. Retail - Costume Jewelry
(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: W. T. Miller
Office Address: 3387 E. Olive Rd
Pensacola, Florida, 32514
(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.

W. T. Miller
(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:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Donald H Sedgwick

Address: 1040 Calle Recodo

San Clemente, CA 92673

Vice President: Donald M Sedgwick

Address: 1040 Calle Recodo

San Clemente, CA 92673

Secretary: Virginia Sedgwick

Address: 1040 Calle Recodo

San Clemente, CA 92673

Treasurer: Donald H Sedgwick

Address: 1040 Calle Recodo

San Clemente, CA 92673

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

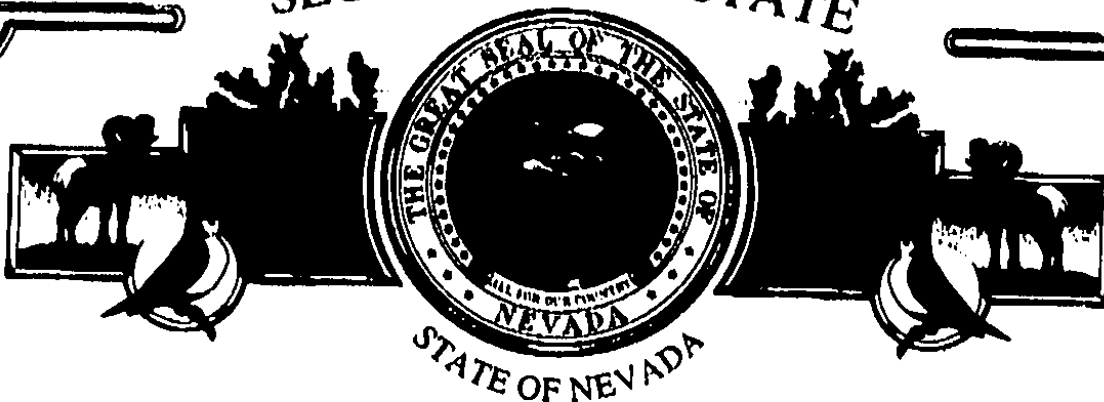
13. 

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

14. Donald H. Sedgwick, President

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

SECRETARY OF STATE

**CERTIFICATE OF CORPORATE EXISTENCE
(EXCLUDING AMENDMENTS)**

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to corporations organized under the laws thereof; the revocation of their corporate charters, and their right to transact and carry on their corporate business; and am the proper officer to execute this certificate.

I further certify that, at the date of this certificate, **SEDGWICK SALES, INC.** is a corporation duly organized and existing under and by virtue of the laws of the State of Nevada, having fully complied therewith, is entitled to exercise therein all the corporate powers and functions recited in its charter or articles of incorporation, and is in good standing in this State.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed the Great Seal of State, at my office, in
Carson City, Nevada, this 11th day of December, 1995.

Secretary of State

By

Certification Clerk

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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