

# F96000001581

## TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: AGENCY MANAGEMENT CONSULTANTS, 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:

JONATHAN J. PERSKY  
(Name of Person)

AGENCY MANAGEMENT CONSULTANTS, INC.  
(Firm/Company)

P.O. BOX 18251  
(Address)

TAMPA FL 33679-8251  
(City/State/Zip)

700001757897  
-03/26/96--01121--001  
\*\*\*\*200.00 \*\*\*\*200.00

700001757897  
-03/26/96--01121--002  
\*\*\*\*200.00 \*\*\*\*200.00

700001757897  
-03/26/96--01121--003  
\*\*\*\*70.00 \*\*\*\*70.00

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

JONATHAN PERSKY  
(Name of Person)

at ( 813 ) 835-5667  
(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  
96 MAR 28 AM 9:40

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March 18, 1996

Mr. Hart Collins  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: Agency Management Consultants, Inc.

Dear Mr. Collins:

Per our previous conversation and your subsequent mailing to me, enclosed please find:

- 1) A completed Application for Foreign Corporation doing business in Florida.
- 2) Check # 240 in the amount of \$70 for the registration fee.
- 3) A completed Resolution of Board of Directors
- 4) Check #242 in the amount of \$200 for the first annual reporting fee.
- 5) Check #243 in the amount of \$200 for the second annual reporting fee.
- 6) A Certificate of Good Standing from the State of Delaware.
- 7) Copies of the 1994 and 1995 Federal 1120S tax returns.
- 8) A letter explaining the situation and requesting that the civil penalty be waived and / or reduced.

I would appreciate it if you would call me at (813) 835-5667 as soon as possible to give me the FL Secretary of State Document Number so that I can file the Florida income tax return before the April 1st deadline.

Thank you for your assistance in this matter and please call me if you have any questions.

Sincerely,



Jon Persky

enc.

March 18, 1996

State of Florida  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: Request for waiver or reduction to statutory minimum

Dear Sir / Madam:

Last week, when I realized that my company was not a Florida corporation, I contacted the state on my own to rectify the situation. The following is an explanation of the events leading up to this point.

In 1994 a friend of mine and I were planning to move to Rehoboth Beach, DE and start a business consulting service. He incorporated us as a Delaware corporation in July 1994 with plans to start up the business in January 1995. Prior to transacting business, we had a falling out, he moved away, and I decided to remain in Tampa.

In late November 1994 I began to do some consulting work. I could have done it as a sole proprietor and reported the income on my 1040 but figured that since I already had the corporation set up, I may as well use it. Had I done so, this corporation problem would have never arisen.

In March 1995 I properly filed an 1120-S Federal tax return for 1994 (copy enclosed). In March 1996 I filed a similar return for the 1995 calendar year (also enclosed).

Two weeks ago I received a Florida Corporate Short Form Income Tax Return for the first time. Question B asks for the Florida Secretary of State Document Number. Upon looking through my files I realized that the corporation was a Delaware Corporation and not a Florida Corporation.

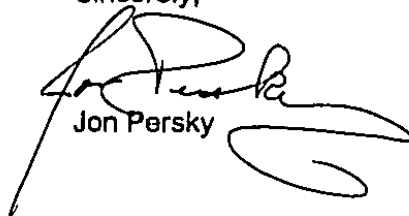
It was then that I contacted Mr. Hart Collins to find out what I needed to do to rectify the situation. Mr. Collins has sent me all the forms necessary to register as a Florida corporation. I have completed these forms and returned them with the required fees.

Mr. Collins indicated that the civil penalty could be as high as \$1000 per year. While I know that ignorance of the law is no excuse, I request that you waive or reduce this penalty for the following reasons.

- 1) When I realized the problem, I took a proactive position to rectify the situation, as opposed to your department contacting me.
- 2) There are insufficient funds in the corporation to pay the penalty.
- 3) Revenues for 1996 through March 18 have only been \$4140. Because of this downturn in revenues, I have decided to "close up shop" in the next few weeks and look for a position as an employee with another company. 1996 will be the final year for this corporation.
- 4) I was only in business for a few weeks in 1994. Had I recorded this income on my 1040 instead of the corporation, I would only have been in violation for one year, not two.

Once again, please consider waiving or reducing this penalty. Thank you for your time and consideration.

Sincerely,



Jon Persky

MEMORANDUM

TO: Marc Dunbar

FROM: Hart Collins

DATE: March 26, 1996

RE: Request for waiver of civil penalties due by Agency  
Management Consultants, Inc. d/b/a Porsky & Associates,  
Inc., a Delaware corporation

Marc, I am enclosing the file for the above referenced foreign corporation that has requested the DOS to waive \$2000 in maximum civil penalties for transacting business in Florida since 1994. Said corporation has paid the annual report fees (\$400) and has provided the appropriate tax returns.

Please contact me if you have any questions.

Thanks, Hart

*Marc*

**RECEIVED**

MAR 20 1996

DEPARTMENT OF STATE  
OFFICE OF THE SECRETARY



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

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TO: File

FROM: Marc W. Dunbar, Assistant General Counsel

DATE: March 27, 1996

RE: Agency Management Consultants, Inc. d/b/a Persky & Associates, Inc.

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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 in its only year of existence 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



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned JONATHAN J. PERSKY, do hereby certify  
that this Resolution of the Board of Directors of AGENCY MANAGEMENT  
CONSULTANTS, INC  
a corporation duly organized and existing under the laws of the State of DELAWARE  
was duly adopted on MARCH 18, 19 96.

Resolved, that AGENCY MANAGEMENT CONSULTANTS, INC, organized  
and existing in the State of DELAWARE, hereby adopts the  
name PERSKY & ASSOCIATES, INC.  
for use in Florida.

Dated: 3/18/96

Jonathan J. Persky  
Signature of at least one director

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 MAR 28 AM 9:40

INHS19(3/93)

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. AGENCY MANAGEMENT CONSULTANTS, 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. DELAWARE  
(State or country under the law of which it is incorporated)
3. 59-3266197  
(FEI number, if applicable)
4. 07/29/94  
(Date of incorporation)
5. PERPETUAL  
(Duration: Year corp. will cease to exist or "perpetual")
6. NOVEMBER 1, 1994  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. P.O. BOX 18251  
TAMPA FL 33679  
(Current mailing address)
8. CONSULTING SERVICES  
(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: JONATHAN J. PERSKY  
Office Address: 6401 S. WESTSHORE #204  
TAMPA, Florida, 33616  
(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  
96 MAR 28 AM 9:40



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: JONATHAN J. PERSKY

Address: 6401 S. WESTSHORE #204 TAMPA, FL 33616

Vice Chairman: NONE

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

Director: NONE

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

Director: NONE

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

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

President: JONATHAN J. PERSKY

Address: 6401 S. WESTSHORE #204  
TAMPA FL 33616

Vice President: NA

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

Secretary: NA

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

Treasurer: NA

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

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

13. Jonathan J. Persky  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. JONATHAN J. PERSKY, PRESIDENT  
(Typed or printed name and capacity of person signing application)

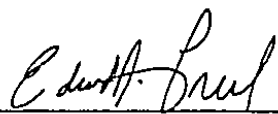
*State of Delaware*  
*Office of the Secretary of State* PAGE 1

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AGENCY MANAGEMENT CONSULTANTS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTIETH DAY OF MARCH, A.D. 1996.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 MAR 28 AM 9:40



  
\_\_\_\_\_  
Edward J. Freel, Secretary of State


AUTHENTICATION:

DATE: 7872882

03-20-96

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960076592



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-01/16/97--01053--011  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Examinee's Initials

APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL  
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS  
IN FLORIDA

Agency Management Consultants Inc. dba Persky  
(Name of Corporation) & Associates, Inc.  
DELAWARE  
(Incorporated Under Laws Of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

3203 OAKMONT MASON CIRCLE  
(Mailing Address)

TAMPA FL 33629-8181  
(City/State/Zip)

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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The corporation agrees to notify the Department of State in the future of any change in its mailing address.

Jonathan I. Persky PRESIDENT  
Signature Title  
JONATHAN I. PERSKY 1/13/97  
Typed or printed name Date