

F96000001638

TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

SUBJECT: SPINNER & ASSOCIATES, 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:

M. PETE SPINNER

(Name of Person)

SPINNER & ASSOCIATES, INC.

(Firm/Company)

9127 LONG LAKE PALM DRIVE

(Address)

BOCA RATON, FL 33496

(City, State and Zip Code)

000001752750

-03/21/96--01063--004

*****78.75 *****78.75

W96-6162

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

M. PETE SPINNER

(Name of Person)

at (407) 483-5396

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

904/1
96 APR - 1 PM 2:21
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 21, 1996

M. PETE SPINNER
SPINNER & ASSOCIATES, INC.
9127 LONG LAKE PALM DRIVE
BOCA RATON, FL 33496

SUBJECT: SPINNER & ASSOCIATES, INC.
Ref. Number: W96000006162

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR -1 PM 2:21

We have received your document for SPINNER & ASSOCIATES, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

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 \$2400.00.

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) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 296A00013103

Spinner & Associates, Inc.

Project Management

March 29, 1996

Ms. Jennifer Sindt
Document Examiner
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Subject: Spinner & Associates
Ref: W96000006162

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
56 APR -1 PM 2:21

Thank you for sending the information needed to clarify the business activities performed in Florida by Spinner & Associates. Enclosed please find a sworn and notarized affidavit stating in detail that erroneous information was listed on the Application by Foreign Corporation for Authorization to Transact Business in Florida submitted to you on March 18, 1996. Spinner & Associates has not been conducting any activities that constitute transacting business as stated in the FLORIDA STATUTES (1993) Sections 607.1501 - 6071532.

We are not precluding that we may begin transacting business on or about September, 1996. Attached is an application reflecting this date under Item 6 of the application.

Please let me know if you can now process the document, and that there is adequate explanation to clear up the confusion on the activities that Spinner & Associates have performed to date.

Sincerely,


M. Pete Spinner

95 APR -1 PM 2:21

AFFIDAVIT

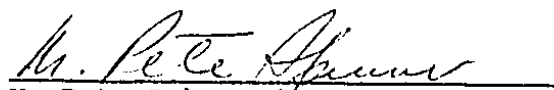
STATE OF FLORIDA)
) ss.:
COUNTY OF PALM BEACH)

M. Pete Spinner being duly sworn, did depose and say that he is the President of Spinner & Associates, Inc., a Michigan corporation and that he makes this Affidavit for and on behalf of said corporation:

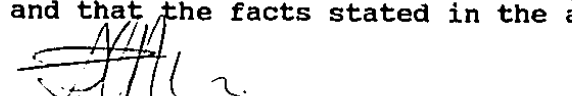
1. Spinner & Associates, Inc. is not conducting business within the meaning of Florida Statute Section 607.1501. The activities conducted by Spinner and Associates in Florida are holding meetings of the board of directors and shareholders and maintaining a bank account.

2. Spinner & Associates was erroneous in stating on Item 8 of the APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA that the purpose of the corporation to do business in Florida was: Management training; consult; sell assets real, personal and mixed. Spinner & Associates had done this business in Michigan but has not conducted such business to this time in Florida .

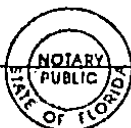
3. Spinner & Associates was erroneous in stating on Item 6 of the APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA that the corporation first conducted business in Florida since September, 1994. The activities that were conducted consisted of holding meetings of the board of directors and shareholders and maintaining a bank account, which are not considered business transactions pursuant to Florida Statute Section 607.1501. Spinner & Associates expects to begin transacting business pursuant to Florida Statute Section 607.1501 on or about September 1, 1996.


M. Pete Spinner

On March 29, 1996, there personally appeared before me, M. Pete Spinner, who, being duly sworn, deposed and said that he is the President of Spinner & Associates, Inc., a Michigan corporation and that the facts stated in the above Affidavit are true.


Notary Public

My Commission Expires



STEVEN P. WEISS
My Comm Exp. 8/20/96
Bonded By Service Ins
No. CC222912

() Personally Known ☒ Other I.D. DL.

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. SPINNER & ASSOCIATES 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. MICHIGAN

(State or country under the law of which it is incorporated)

3. _____

(FBI number, if applicable)

4. JULY 12, 1988

(Date of Incorporation)

5. PERPETUAL

(Duration: Year corp. will cease to exist or "perpetual")

6. SEPTEMBER, 1994

(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. SPINNER & ASSOCIATES, INC.

9127 LONG LAKE PALM DRIVE, BOCA RATON, FL 33496

(Current mailing address)

8. MANAGEMENT TRAINING; CONSULT; SELL ASSETS REAL, PERSONAL, MIXED
(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: M. PETE SPINNER

Office Address: 9127 LONG LAKE PALM DRIVE

BOCA RATON

, Florida, 33496

(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.

M. Pete Spinner

(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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR - 1 PM 2:21

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: M. PETE SPINNER

Address: 9127 LONG LAKE PALM DRIVE BOCA RATON, FL 33496

Vice Chairman: _____

Address: _____

Director: MARGARET D. SPINNER

Address: 9127 LONG LAKE PALM DRIVE
BOCA RATON, FL 33496

Director: PAMELA R. LING

Address: 7329 PEARLE COURT
NIMOT, CO 80544

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

President: M. PETE SPINNER

Address: 9127 LONG LAKE PALM DRIVE
BOCA RATON, FL 33496

Vice President: MARGARET D. SPINNER

Address: (Same as above)

Secretary: MARGARET D. SPINNER

Address: (Same as above)

Treasurer: M. PETE SPINNER

Address: (Same as above)

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

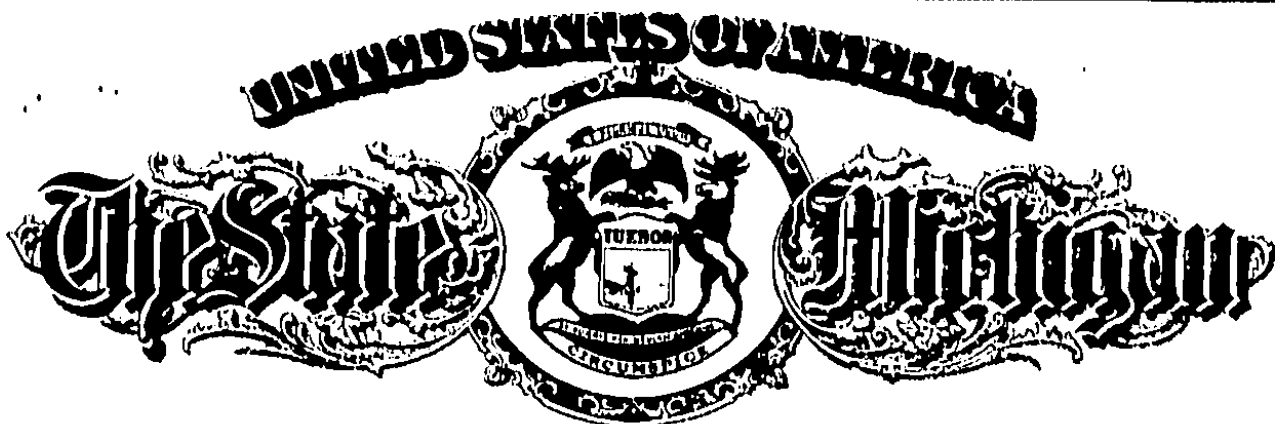
13. M. Pete Spinner

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

14. M. PETE SPINNER, PRESIDENT

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR -1 PM 2:21



Michigan Department of Commerce

Lansing, Michigan

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR - 1 PM 2:21

This is to Certify That

SPINNER & ASSOCIATES INC.

*was validly incorporated on July 12, 1988, as a Michigan profit corporation,
and said corporation is validly in existence under the laws of this State.*

*This certificate is issued to attest to the fact that the corporation is in good standing
in this office as of this date and is duly authorized to transact business or conduct
affairs in Michigan and for no other purpose. It is in the usual form, made by me
as the proper officer, and is entitled to have full faith and credit given it in every
court and office within the United States.*

*In testimony whereof, I have hereunto set my
hand and affixed the Seal of the Department,
in the City of Lansing, this 13th day
of March, 1996.*

Carl L. Lippert, Director
Corporation & Securities Bureau