

F96000001803

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Steinhoff & Sadler, Inc. (dba) SSI
(Name of corporation - must include suffix)

94/10
96 APR 10 PM 1:08
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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:

<u>Kathleen A. Harding</u> (Name of Person)	000001670950 -12/26/95--01071--001 ***122.50 ***122.50
<u>Steinhoff & Sadler, Inc. (dba) SSI</u> (Firm/Company)	700001699837 -01/29/96--01020--001 ***400.00 ***400.00
<u>2945 Harding St., Ste 201</u> (Address)	W95- 24938
<u>Carlsbad, CA 92008</u> (City/State/Zip)	200001779102 -04/15/96--01004--015 ***2000.00 ***2000.00

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

Kathleen A. Harding, Controller at (619) 729-8353
(Name of Person) (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



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 27, 1995

KATHLEEN A. HARDING
STEINHOFF & SADLER, INC.
2945 HARDING ST., STE. 201
CARLSBAD, CA 92008

SUBJECT: STEINHOFF & SADLER, INC.
Ref. Number: W95000024938

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
56 APR 10 PM 1:08

We have received your document for STEINHOFF & SADLER, INC. and your check(s) totaling \$122.50. 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: 795A00055355



January 3, 1996

Ms. Sandra B. Mortham
Secretary of State
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 10 PM 1:08

Subject: Request for abatement of penalty assessed.

Reference: Letter dated December 27, 1995, W9000024938

We have received your letter requesting payment of \$2,400.00 to cover both annual reporting and penalty fees. It is stated that the penalty is due as a result of SSI's oversight in filing for "Authority of foreign corporation to transact business".

We understand that the reporting fees are owed. I assure you that these will be paid promptly. However, SSI respectfully requests that your office waive all penalties included in the \$2,400.00 owed.

SSI is a small business that has a contract in the State of Florida with the Environmental Protection Agency. This contract only generates revenues of approximately \$25,000.00 per month. Therefore, the amount of penalty requested represents a hardship to our company. This oversight was not intentional and the appropriate document was filed and fee was paid upon recognition of our oversight.

In addition, we have filed timely Florida state income tax returns, Florida Intangible Personal Property tax returns, and we registered with the Florida Department of Labor and Employment Security, Bureau of Tax.

We will be happy to discuss this issue or provide any additional information that may be necessary in order for your office to make a determination as to the legitimacy of our request for abatement of penalty.

Sincerely,

Kathleen A. Harding
Controller
SSI

KAH/md



January 23, 1996

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 10 PM 1:08

Ms. Jennifer Sindt
Department of State, Florida
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Subject: Request for abatement of penalty assessed.
Reference: SSI letter dated January 3, 1996

Dear Ms. Sindt:

Enclosed with this letter are copies of SSI's U.S. Corporation Income Tax Returns for fiscal years 1993, 1994 and 1995 (the years that SSI has been doing business in the State of Florida).

Also enclosed is a check for \$400.00 which represents the reporting fees for 1993 and 1994.

As stated previously, SSI is a small company comprised of three contracts with the Federal Government. Only one of these contracts is in the State of Florida. SSI is requesting abatement of the proposed penalty because it represents 88.5% of Florida's portion of SSI's 1993 income and 38.2% for 1994.

Thank you for your consideration in this matter. If I can provide any more information please contact me at (619) 729-8353.

Sincerely

Kathleen A. Harding
Controller
SSI



February 22, 1996

Ms. Jennifer Sindt
Department of State, Florida
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 10 PM 1:08

Subject: Request for abatement of penalty assessed.

Dear Ms. Sindt:

Enclosed with this letter are copies of SSI's U.S. Corporation Income Tax Returns for fiscal years 1991, 1992 and 1995. Fiscal years 1993 and 1994 were sent under separate cover on January 23, 1996.

Thank you for your consideration in this matter. If I can provide any more information, please contact me at (619) 729-8353.

Sincerely,

Kathleen A. Harding
Controller
SSI

KAH/md



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

25 March, 1996

Kathleen A. Harding
Steinhoff & Sadler, Inc.
2945 Harding Street, Suite 201
Carlsbad, CA 92008

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 10 PM 1:08

Re: Request for Penalty Waiver


Dear Ms. Harding:

The purpose of this letter is to advise you that the Department of State cannot waive the penalties imposed as a result of the unauthorized business activities in the State of Florida by Steinhoff & Sadler, Inc.

As of the date above, the total amount of penalties owed by this corporation is \$2,000. These penalties are pursuant to section 607.1502, Florida Statutes, a copy of which is enclosed for your reference. If litigation is necessary to collect these penalties, the corporation may also be liable for additional fees and costs associated with filing suit.

If you wish to resolve this matter, please direct your payment to my attention at the address below. If I have not received payment within thirty days, I will assume that you are not willing to resolve this matter without litigation and will proceed accordingly. If you have any questions regarding this correspondence, you may contact me at 904/414-5536.

Respectfully,


Marc W. Dunbar
Assistant General Counsel

MWD/sd
Enclosure



Department of State
Memorandum Office of the General Counsel

TO: File

FROM: Marc W. Dunbar, Assistant General Counsel

DATE: April 8, 1996

RE: SSI, 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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 10 PM 1:08

**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. Steinhoff & Sadler, 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. California/Corp File #1566718
(State or country under the law of which it is incorporated)
3. N/A
(FEI number, if applicable)
4. March 20, 1990
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. March 21, 1993
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 2945 Harding St., Suite 201
Carlsbad, CA 92008
(Current mailing address)
8. Federal Government Contracting and Support 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 acceptable)**

Name: Mark Stewart

Office Address: 1 Sabine Island Drive
Gulf Breeze, Florida, 32561-5299
(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 APR 10 PM 1:30

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: James C. Steinhoff

Address: 4713 Edinburg Drive, Carlsbad, CA 92008

Vice Chairman: Roger W. Sadler

Address: 3104 Sweetgum Cove

Austin, TX 78735

Director: James W. Barnett

Address: 23427 Calistoga Place

Ramona, CA 92065

Director: _____

Address: _____

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

President: James C. Steinhoff

Address: 4713 Edinburg Drive

Carlsbad, CA 92008

Vice President: Roger W. Sadler

Address: 3104 Sweetgum Cove

Austin, TX 78735

Secretary: James W. Barnett

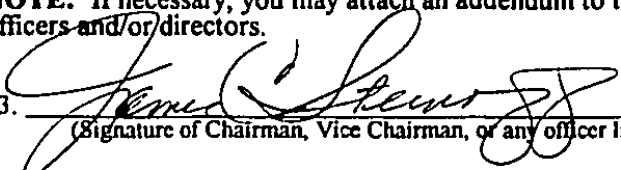
Address: 23427 Calistoga Place

Ramona, CA 92065

Treasurer: James W. Barnett

Address: 23427 Calistoga Place, Ramona, CA 92065

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. James C. Steinhoff
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 10 PM 1:08

State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 20th day of March, 19 90

STEINHOFF & SADLER, INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal
of the State of California this
7th day of December, 1995



Bill Jones
BILL JONES
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 APR 10 PM 1:08