

F96000002334

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: C & R Henry Investments Ltd.
(Name of corporation - must include suffix)

205/9
95 MAY -9 PM 1:31
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:

W95-22652

Colleen Henry
(Name of Person)

C & R Henry Investments Ltd.
(Firm/Company)

100001637971
-11/15/95--01137--005
*****70.00 *****70.00

129 Fenmar Drive,
(Address)

Weston, Ontario M9L 1M7
(City/State/Zip)

100001637971
-03/07/96--01050--001
***3600.00 ***3600.00

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

Colleen Henry
(Name of Person)

at (416) 749-4700
(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

November 16, 1995

COLLEEN HENRY
C & R HENRY INVESTMENTS LTD.
129 FENMAR DRIVE
WESTON, ONTARIO M9L 1M7,

SUBJECT: C & R HENRY INVESTMENTS LTD.
Ref. Number: W95000022652

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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We have received your document for C & R HENRY INVESTMENTS LTD. 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 use of LIMITED or LTD. is not sufficient as a corporate suffix. The name must include a word such as INCORPORATED, INC., CORPORATION, CORP., COMPANY, or CO.

Please print the name and capacity of the person signing as registered agent beneath the signature.

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.

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 \$3600.00.

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: 795A00050768

December 13, 1995

Florida Department of State,
P.O. Box 6327,
Tallahassee Florida,
32314

Re: Ref Number W95000022652

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY -9 PM 1:31

Gentlemen,

Pursuant to section 607.1501 of the Florida Statutes we do not feel that we are conducting business in the state of Florida.

In early 1991 we made a decision to build a retirement home in Florida. We contacted Port Charlotte Florida Homebuilders R.D. and had them show us the lots that were available.

After having made our final decision on a lot, we contracted with Port Charlotte Florida Homebuilders R.D. to build a home for us. Construction was started in the spring of 1991 and our home was completed in November 1991.

As we are still residing in Canada, we contracted with Port Charlotte Florida Homebuilders R.D. to maintain our property in Florida. We pay them a monthly fee for this service. They also added our home to their existing rental program, for which we pay them a management fee.

Port Charlotte Florida Homebuilders R.D. has control of the rental of our home, collects any rental fees, and submits all Florida taxes due on any rental income.

Our company was formed on the advise of our lawyers in order to facilitate our estate planning under Canadian Succession Laws as this is a family owned holding, and not for the purpose of conducting business.

It is our feeling that Port Charlotte Florida Homebuilders R.D. are acting as independent contractors on our behalf, and therefore we are not transacting business in the state of Florida.

Yours truly,


Colleen Henry



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY -9 PM 1:31

January 16, 1996

Colleen Henry
C & R Henry Investments Ltd.
129 Fenmar Drive
Weston, Ontario M9L 1M7

SUBJECT: C & R HENRY INVESTMENTS LTD.
Ref. Number: W95000022652

Thank you for your letter dated December 13, 1995, concerning C & R HENRY INVESTMENTS LTD.'s application to transact business in Florida.

Please be advised that the activity of building and renting of a retirement home constitutes the transaction of business within the meaning of s. 607.1501, F.S. Irrespective of the way C & R HENRY INVESTMENTS LTD. manages its rental property in Florida, i.e. the renting of real property through an independent contractor, the activities conducted by C & R HENRY INVESTMENTS LTD. in this state constitute the transaction of business and are beyond the scope and exemption provided in s. 607.1501(2)(m), F.S.

This letter constitutes notice by the Department of State that civil penalties and past annual report fees in the amount of \$3600 are due this office by C & R HENRY INVESTMENTS LTD. in accordance with 607.1502(4), F.S. Please remit this fee within 30 days to avoid the necessity of further action by the Department of State.

Please call (904) 487-6095 if you have any questions regarding this matter.

Jennifer Sindt
Document Specialist

C. & R. HENRY INVESTMENTS LIMITED

February 20, 1996

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

Attention: Jennifer Sindt

Re: Your Letter Number: 795A00050768

Dear Ms. Sindt,

Enclosed please find our cheque in the amount of \$3600.00 as per hour letter of January 16, 1996.

We have not enclosed our Certificate of Existence at this time. Due to a Public Servants strike here in Canada, we are unable to obtain the certificate, but will forward it to your office as soon as possible.

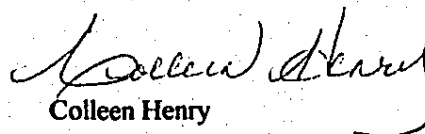
My apologies for the delay in dealing with this matter, but we were under the impression that we had fulfilled all of the necessary legal requirements, as advised by both our lawyers and our accountants. We were not aware that we had to make application to the State Department.

We hope that we have now fulfilled all of the proper requirements.

If there are any other questions or concerns, please contact me at any time.

Thank you for your assistance in this matter.

Yours truly,


Colleen Henry

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY -9 PM 1:31

C. & R. HENRY INVESTMENTS LIMITED

April 25, 1996

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

Attention: Jennifer Sindt

Re: Your letter 795A00050768

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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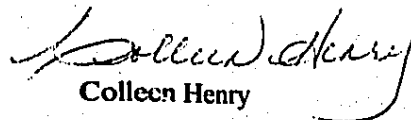
Dear Ms. Sindt,

Enclosed please find our Certificate of Status dated April 1, 1996 as requested.

I trust our file is now complete.

If there are any other requirements, please contact me.

Yours truly,


Colleen Henry

**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. G. & R. Henry Investments 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. Ontario, Canada
(State or country under the law of which it is incorporated)
3. 98-0139599
(FEI number, if applicable)
4. May 7, 1984
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. January 1992
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 129 Fenmar Drive, Weston, Ontario M9L 1M7
(Current mailing address)
8. Home Rental
(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: Port Charlotte Florida Homebuilders

Office Address: 17896 Toledo Blade Blvd.,
Port Charlotte, Florida, 33948
(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
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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: _____

Address: _____

Director: _____

Address: _____

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

President: Roy Henry

Address: 15 Bethwin Place, Etobicoke, Ontario

Vice President: _____

Address: _____

Secretary: Colleen Henry

Address: 44 Ashfield Drive, Etobicoke, Ontario

Treasurer: _____

Address: _____

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

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

14. Colleen Henry - Secretary Treasurer
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Ministry of
Consumer and
Commercial Relations

Business Division
Companies Branch
393 University Ave. Suite 200
Toronto ON M5G 2M2

Ministère de
la Consommation
et du Commerce

Division des affaires commerciales
Direction des compagnies
393 rue University Bureau 200
Toronto ON M5G 2M2



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,

C. & R. HENRY INVESTMENTS LIMITED

Ontario Corporation No.

Numéro matricule de la personne morale en Ontario

000585802

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

MAY

MAY, 1984

and has not been dissolved.

et n'a pas été dissoute.

Dated

Fait le

APRIL 01 AVRIL, 1996

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY -9 PM 1:31

Controller of Records
Contrôleur des dossiers