

F96000002632

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

000001776420
-04/11/95--01039--001
***6000.00 ***6000.00

SUBJECT: Fast Forwarders UK Ltd.
(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:

John R. Hill, CPA

(Name of Person)

Rogers, Wood, Hill, Starman & Gustason, P.A.

(Firm/Company)

606 Bald Eagle Drive, Suite 400

(Address)

Marco Island, FL 33937

(City/State/Zip)

W95-23892
400001653284
-12/05/95--01064--019
*****70.00 *****70.00

200001726167
-02/23/96--01014--003
+++896.25 +++896.25

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

John R. Hill, CPA
(Name of Person)

at (941) 394-7502
(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 MAY 24 PM 4:41



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 11, 1996

**JOHN R. HILL, CPA
ROGERS, WOOD, HILL, STARMAN & GUSTASON
606 BALD EAGLE DR #400
MARCO ISLAND, FL 33937**

**SUBJECT: FAST FORWARDERS UK LTD.
Ref. Number: W95000023892**

We have received your document for FAST FORWARDERS UK LTD. and your check(s) totaling \$6966.25. However, the document has not been filed and is being retained in this office for the following:

The penalties and Annual Report fees totaling \$6896.25 have been paid. However, this office still requires the following before it can issue a certificate of authorization to transact business.

(1) The original first page of the application that was sent back for a corporate suffix on line #1.

(2) This office requires a certificate of existence issued from the England Registrar's Office dated no more than 90 days old.

If you have any questions concerning the filing of your document, please call (904) 487-6094.

Doug Dickinson
Document Specialist

Letter Number: 696A00016623

WALTER R. ROSEN CPA
ARTHUR A. ROSEN CPA
JOHN R. HILL CPA
GILBERT W. STARMAN CPA
NATHAN W. GUSTASON CPA
MICHAEL J. MOORE CPA



Rogers Wood Hill Starman & Gustason

PROFESSIONAL ASSOCIATION
Certified Public Accountants

Please reply to
☐ Naples
☐ Marco Island

April 5, 1996

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

Attention: Mr. Marc W. Dunbar, Assistant General Counsel

RE: Fast Forwarders U.K. Ltd. TIN 98-0106778,
REF # W95000023892

Dear Mr. Dunbar:

Enclosed is the subject corporation's check in the amount of \$6,000.00 regarding the recent penalty. Please issue the appropriate documents for authorization to transact business in the State of Florida.

Sincerely,


John R. Hill

JRH:ck

Enclosure

cc: Mr. Anthony H. Walker

WALTER R. ROGERS, CPA
RONALD A. WOOD, CPA
JOHN H. HILL, CPA
SHYLDON W. STARMAN, CPA
RONALD W. GUSTASON, CPA
MICHAEL J. BODAN, CPA

RECEIVED

96 FEB 26 PM 2:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Rogers Wood Hill Starman & Gustason

PROFESSIONAL ASSOCIATION
Certified Public Accountants

Please reply to:
☐ Naples
☐ Marco Island

February 22, 1996

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

Attention: Mr. Marc Dunbar, Assistant General Counsel

RE: Fast Forwarders U.K. Ltd.

Dear Sir:

I spoke with Mr. Hart Collins of the Division of Corporations on December 12th regarding the enclosed notice of penalties being charged to the subject corporation. Mr. Collins advised me to submit a letter of explanation to you in appealing the penalties. I apologize for the delay in replying but it has taken some time to obtain a Certificate of Good Standing from the U.K. authorities.

The subject U.K. corporation acquired two residential condominium apartments in 1989 and engaged a local realtor as the rental agent in connection with seasonal rentals of the apartments. The realtor assisted the company's owner with obtaining a federal employer identification number and the filing of other documents regarding the withholding of income tax on the rental income. The owner was not referred to a local attorney for advice regarding the registration of the company to transact business in Florida.

Commencing in 1991, we were engaged to prepare the federal and Florida corporation income tax returns to report the rental activities. The company has never realized a net profit from the rentals. In 1992, one of the apartments was sold at a nominal gain which was more than offset by the rental losses.

The company's sole activity in Florida is the rental activity through a rental agent and, therefore, the owner was not aware of the requirement to register as a foreign corporation transacting business in Florida.

Florida Department of State
Division of Corporations
February 22, 1996
Page Two

When we received the initial letter in August regarding the registration requirement we responded immediately by contacting our client and filed the necessary forms with the Division of Corporations. We have filed federal and Florida income tax returns each year since 1990 on a timely basis.

Many of our foreign clients own Florida real estate in their personal names, however, a few utilize a foreign corporation as an ingredient of their estate plan.

We fully understand the purpose of the Florida Statutes requiring certain disclosure and registration which is comparable to the federal law requirements. Unfortunately, our state has experienced a considerable amount of illegal activities conducted by foreign persons and entities.

Our firm represents a large number of foreign persons and businesses. These individuals have been substantial contributors to the tourist trade and real estate market in Florida, and particularly South Florida. Our experience with these individuals has been, for the most part, very favorable and they are grateful for the investment opportunities available to them in our state. They have been extremely cooperative in making every effort to fully comply with the laws of the U.S. and Florida.

I think it is obvious from the foregoing facts that there has not been any deliberate attempt to evade or intentionally disregard the law. It is for this reason that we respectfully request an abatement of the subject penalties.

We appreciate your assistance in this matter. Please contact me at our Marco Island office with any questions.

Sincerely,


John R. Hill

JRH:ck

Enclosures

cc: Mr. Anthony H. Walker



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

5 March, 1996

John R. Hill
Rogers, Wood, Hill, Starman and Gustason
4th Floor Fifth Third Bank Building
4099 Tamiami Trail North, Naples Florida 33940-3599

Re: Request for Penalty Waiver

Dear Mr. Hill:

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 Fast Fowarders U.K. Ltd.

As of the date above, the total amount of penalties owed by this corporation is \$6,000. 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,

A handwritten signature in black ink, appearing to read "Marc W. Dunbar", written over a circular stamp or seal.

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 10, 1996

RE: Fast Forwarders, 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 and fees and now wishes to be qualified to do business in this state.

MWD/mwd



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 28, 1996

JOHN R. HILL, CPA
ROGERS, WOOD, HILL, STARMAN & GUSTASON,
606 BALD EAGLE DR #400
MARCO ISLAND, FL 33937

SUBJECT: FAST FOWARDERS UK LTD.
Ref. Number: W95000023892

This letter is in response to the application by foreign corporation for authorization to transact business in Florida that was previously submitted to this office for FAST FOWARDERS UK LTD..

The referenced application states that the corporation has transacted business in the State of Florida since December 27, 1989. You were notified by letter dated December 6, 1995, that because of failure to obtain a certificate of authority prior to transacting business in the State of Florida, the corporation is liable for \$6896.25 in appropriate fees and penalties as set forth in Section 607.1502(4), Florida Statutes, (copy enclosed).

Until a response is received by this office concerning the prior notification, the application by foreign corporation for authorization to transact business in Florida will not be processed. If erroneous information was reflected on the previously submitted application, a sworn affidavit may be filed stating the correct date the corporation first transacted business in Florida, that the corporation did not transact business in Florida prior to the application filing year and that the information entered on such application is incorrect. Any such affidavit will be included with your original qualification documents.

Please provide your response to this letter within 30 days to avoid the necessity of further action.

If you have further questions concerning the filing of your document, please telephone the Foreign Qualification/Tax Lien Section at (904) 487-6091.

Doug Dickinson
Document Specialist Letter No. 796A00008711

Enclosure



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 6, 1995

JOHN R. HILL, CPA
ROGERS, WOOD, HILL, STARMAN & GUSTASON,
606 BALD EAGLE DR #400
MARCO ISLAND, FL 33937

SUBJECT: FAST FOWARDERS UK LTD.
Ref. Number: W95000023892

We have received your document for FAST FOWARDERS UK 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.

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 \$6896.25.

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.

Please be advised that this office requires a certificate of existence dated no more than 90 days old upon delivery with the application. The certificate provided is not the original and is dated 13th November 1986.

If you have any questions concerning the filing of your document, please call (904) 487-6094.

Doug Dickinson
Document Specialist

Letter Number: 595A00053097

**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. Fast Forwarders (UK) Limited Corporation
(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. England
(State or country under the law of which it is incorporated)

3. 98-0101778
(FEI number, if applicable)

4. 12-27-89
(Date of Incorporation)

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

6. 12-27-89
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. Room 99-101G, Southampton House, Cargo Terminal
London Airport, Hounslow, Middlesex, TW6 3TT, England
(Current mailing address)

8. Real Estate Investment
(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: John R. Hill, CPA

Office Address: 606 Bald Eagle Dr. Suite 400

Marco Island, Florida, 33937
(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.*

John R. Hill *CPA*
(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 MAY 24 PM 4:41

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: ANTHONY HUGH WALKER
Address: 5 WHITEHILL, MILL POND ROAD, WINDLESHAM, SURREY, ENGLAND
Vice Chairman: Qu20 6JU.
Address: _____

Director: MRS J. WALKER
Address: 3 KENTIS WALK, NYEWOOD HANE, Bognor Regis
WEST SUSSEX, ENGLAND
Director: _____
Address: _____

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

President: _____
Address: _____

Vice President: _____
Address: _____

Secretary: _____
Address: _____

Treasurer: _____
Address: _____

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

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

14. Anthony H. Walker, Managing Director
(Typed or printed name and capacity of person signing application)



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

No. 2073605

I hereby certify that

FAST FORWARDERS (UK) LIMITED

**is this day incorporated under the Companies Act 1985 as a
private company and that the Company is limited.**

**Given under my hand at the Companies Registration Office,
Cardiff the**

13TH NOVEMBER 1986

D. G. Blackstock
**D. G. BLACKSTOCK
an authorised officer**



CHARTERED ACCOUNTANTS
AND REGISTRARS AUDITORS

Middlesex House, 29/45 High Street, Edgware
Middlesex HA8 7LH

Tel: 0181 951 4466 Fax: 0181 951 0783

Our ref: GHO/SG

Your ref:

CERTIFICATE OF GOOD STANDING

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 24 PM 4:41

Florida Department of State,
Division of Corporations,
PO Box 6327
Tallahassee,
FLORIDA, FL32314

12th February 1996

Dear Sirs,

Re: Fast Forwarders (UK) Ltd

This is to certify that at the date shown above, Fast Forwarders (UK) Ltd is operating as a registered Limited corporation within the jurisdiction of the UK 1985 Companies Act. The registered corporation number being 2073605.

This is to also confirm that a search of the company records reveals that the company is of good standing and that there are no charges registered against the company or the company Directors and as far as we are aware there are no legal actions pending nor are there any judgements lodged against the company.

Dated in London this 12th day of February 1996.

Altman, Blane & Co