

F96000003981

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

400001624164
-10/31/95--01023--015
*****70.00 *****70.00

SUBJECT: EURAM, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

200001814922
-05/09/96--01071--007
***8956.25 ***8956.25

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:

W95-21746

Ernest A. Seemann, Esq.
(Name of Person)

Law Offices of Ernest A. Seemann
(Firm/Company)

4729 Del Prado Boulevard
(Address)

Cape Coral, Florida 33904-9626
(City/State/Zip)

WC 8/5/96
96 AUG -5 PM 3:13
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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

T.H. Werner Raaymann
(Name of Person)

at (210) 598-8502
(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. Morthum
Secretary of State

November 2, 1995

ERNEST A. SEEMANN, ESQUIRE
LAW OFFICES OF ERNEST A. SEEMANN
4729 DEL PRADO BOULEVARD
CAPE CORAL, FL 33904-9626

SUBJECT: EURAM, INC.
Ref. Number: W95000021746

We have received your document for EURAM, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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 \$8956.25.

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.

If you have any questions concerning the filing of your document, please call

(904) 487-6958.

Leo Rivers
Document Examiner

Letter Number: 195A00048944

LAW OFFICES OF
ERNEST A. SEEMANN, Esq.
4729 Del Prado Boulevard
Cape Coral, Florida 33904-9626
Tel.: (941) 540-7007; Telefax (941) 540-2154

Ernest A. Seemann
Elmo B. Gonzales

January 12, 1996

Secretary of State
Division of Corporations
Attn.: Lee Rivers,
Document Examiner
P.O.Box 6327
Tallahassee, FL 32314

Re: Euram, Inc. (now Euram of Texas, Inc.)
Ref. No. W95000021746

Dear Mr. Rivers:

I refer to your letter of November 2, 1995, in the matter of qualifying the Texas corporation in Florida.

I believe that your calculation of fees and penalty is insofar incorrect as it does not take into consideration the four-year Statute of Limitations [please see Fla. Stat. Sec. 95.11(3)(n)].

I therefore respectfully request a corrected letter so that I can file my client's corporation in compliance with Florida law.

Yours sincerely,


Ernest A. Seemann



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 17, 1996

Ernest A. Soomann, Esquire
4729 Dol Prado Boulevard
Cape Coral FL 33904-9626

RE: EURAM, INC. (ref. # W950000021746)

Dear Mr. Soomann:

Thank you for your letter dated January 12, 1996, concerning EURAM, INC., a corporation organized under the laws of Texas transacting business in Florida in violation of s. 607.1501, F.S.

According to EURAM INC.'s application for authority to transact business in Florida, it has transacted business in this state without obtaining a certificate of authority since 1987. This office collects civil penalties and annual report fees in accordance with s. 607.1502(4), F.S., as follows:

1987	\$1000	civil penalty		\$1000
1988	\$1000	civil penalty + \$25 annual report		\$1025
1989	\$1000	civil penalty + \$35 annual report		\$1035
1990	\$1000	civil penalty + \$35 annual report		\$1035
1991	\$1000	civil penalty + \$61.25 an. report		\$1061.25
1992	\$1000	civil penalty + \$200 an. report		\$1200
1993	\$1000	civil penalty + \$200 an. report		\$1200
1994	\$1000	civil penalty + \$200 an. report		\$1200
1995		no civil penalty + \$200 an. report		\$ 200

total: \$8965.25

This office is responsible for collecting the above statutorily mandated civil penalties and annual report fees due by EURAM, INC.

The Department of State did not know that EURAM, INC. was transacting business in Florida without authority within the meaning of s. 607.1501, F.S., until EURAM, INC. submitted its application. The application was received by this office on October 31, 1995. The Department of State did receive confidential information provided by the Florida Department of Revenue pursuant to s. 213.053(14)(a), F.S., indicating EURAM, INC.'s corporate income tax filing in Florida on August 31, 1995. However, the filing of corporate income tax filings in Florida by a foreign corporation is not conclusive evidence that its activities conducted in this state are in violation of s. 607.1501(1), F.S.

EURAM, INC.
page two

The Department of State will pursue the collection of the above referenced civil penalties and past annual report fees due this office within four years from the date that this office had definitive knowledge that EURAM, INC. transacted business in Florida without authority, as required by s. 95.11(n), F.S.

Please respond to this this letter within sixty days. If you have any questions concerning this filing, please call or write us at the number or address below.

LEE Rivers

Lee Rivers, Corporate Specialist
Division of Corporations
PO Box 6327
Tallahassee FL 32314
(904) 487-6958

LAW OFFICES OF
ERNEST A. SEEMANN, Esq.
4729 Del Prado Boulevard
Cape Coral, Florida 33904-9626
Tele: (941) 540-7007; Telefax (941) 540-2154

Ernest A. Seemann
Eliso B. Gonzalez

January 12, 1996

Secretary of State
Division of Corporations
Attn.: Lee Rivers,
Document Examiner
P.O.Box 6327
Tallahassee, FL 32314

Re: Euram, Inc. (now Euram of Texas, Inc.)
Ref. No. W95000021746

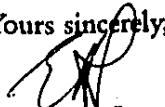
Dear Mr. Rivers:

I refer to your letter of November 2, 1995, in the matter of qualifying the Texas corporation in Florida.

I believe that your calculation of fees and penalty is insofar incorrect as it does not take into consideration the four-year Statute of Limitations [please see Fla. Stat. Sec. 95.11(3)(n)].

I therefore respectfully request a corrected letter so that I can file my client's corporation in compliance with Florida law.

Yours sincerely,

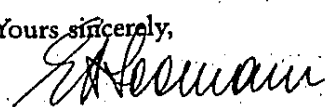

Ernest A. Seemann

February 2, 1996

Dear Mr. Rivers,

please kindly respond to the above. Thank you.

Yours sincerely,


Ernest A. Seemann

*Sent photocopy
of 1/17/96 letter*

LAW OFFICES OF
ERNEST A. SEEMANN, Esq.
4729 Del Prado Boulevard
Cape Coral, Florida 33904-9626
Tel. (941) 540-7007; Telefax (941) 540-2154

Ernest A. Seemann
Ellen D. Gunzmer

March 25, 1996

Secretary of State
Division of Corporations
Attn.: Lee Rivers,
Document Examiner
P.O. Box 6327
Tallahassee, FL 32314

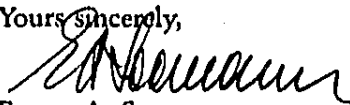
Re: Euram, Inc. (now Euram of Texas, Inc.)
Ref. No. W95000021746

Dear Mr. Rivers:

I don't understand why you have not taken into account the Statute of Limitations as mentioned in my previous letter, nor have you explained why you apparently believe that it does not apply in this case.

Please kindly respond and explain why the State of Limitations does not apply.

Yours sincerely,


Ernest A. Seemann



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 10, 1996

ERNEST A. SEEMANN, ESQUIRE
LAW OFFICES OF ERNEST A. SEEMANN
4729 DEL PRADO BOULEVARD
CAPE CORAL, FL 33904-9626

SUBJECT: EURAM, INC.
Ref. Number: W95000021746

The purpose of this letter is to confirm a conversation you had recently by telephone with Mr. Marc Dunbar, in which he explained why the Statute of Limitations does not affect the \$8965.25 in penalties and annual report fees due this office by EURAM, INC., a corporation organized under the laws of Texas. We would also like to remind you that the corporation must adopt an alternate name for use in Florida, as explained in our letter of November 2, 1995, a copy of which is attached. We are enclosing another blank resolution form for your convenience. Please remit payment in the amount of \$8865.25 and the completed and signed resolution form so that we may authorize your corporation to transact business in Florida.

If you have any questions concerning the filing of your document, please call (904) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 696A00016390

MEMORANDUM

TO: Marc Dunbar

FROM: Hart Collins

DATE: April 5, 1996

RE: Euram, Inc., a corporation organized under the laws of Texas

Marc
RECEIVED
95 APR -5 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Marc, please find enclosed a copy of the complete file for the above mentioned FNQ. We would greatly appreciate your legal assistance in this matter. The attorney for said corporation, Ernest A. Seemann, is arguing the statute of limitations regarding the Department's effort in collecting the appropriate civil penalties and past annual report fees.

When Mr. Seemann wrote our office on January 12, 1996, concerning the statute of limitations, I instructed Lee Rivers, the Corporate Specialist handling this file to write him and state that this office did not have prior knowledge that this FNQ was transacting business in Florida within the meaning of s. 607.1501, F.S. until it received the application on October 31, 1995. We also stated that this office received information from DOR that indicated Euram, Inc. was obligated to file corporation income tax on August 31, 1995, however that information was not conclusive as to it being required to receive authority (see letter from Lee Rivers dated January 17, 1996).

Please contact me if you have any questions regarding this matter.

Thanks, Hart

Hart -

I spoke w/ Mr. Seemann
+ answered his SOL question.

Please proceed w/ normal
collection procedures +
let me know if he gives you
any trouble. *Lee*

*Draft letter
of explanation*



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 9, 1996

ERNEST A. SEEMANN, ESQUIRE
LAW OFFICES OF ERNEST A. SEEMANN
4729 DEL PRADO BOULEVARD
CAPE CORAL, FL 33904-9626

SUBJECT: EURAM, INC.
Ref. Number: W95000021746

We have received your document for EURAM, INC. and your check(s) totaling \$8956.25. However, the document has not been filed and is being retained in this office for the following:

The corporation must adopt an alternate name for use in Florida, as explained in two of our previous letters, copies of which are attached. Also attached is a third blank resolution, for your convenience. Your corporation will not be granted authorization until it adopts a name and we file your application.

If you have any questions concerning the filing of your document, please call (904) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 396A00022688

called 7/27 - 'out until Monday'

LAW OFFICES OF
ERNEST A. SEEMANN, Esq.
4729 Del Prado Boulevard
Cape Coral, Florida 33904-9626
Tel. (941) 540-7007; Telefax (941) 540-2154

Ernest A. Seemann
Elbio B. Gonzales

May 7, 1996

Secretary of State
Division of Corporations
Attn.: Lee Rivers
Corporate Specialist
P.O. Box 6327
Tallahassee, FL 32314

RE: Euram of Texas, Inc.
Ref. No. W950000021746

Dear Mr. Rivers:

Enclosed please find check from Euram of Texas, Inc. for \$8,956.25 to complete the registering the company as qualified to do business in Florida.

Yours sincerely,


Ernest A. Seemann

AUG-05-1996 12:57 FROM E. A. SEEMANN, ESQ.

TO

19044076013 P.O.

LAW OFFICES OF
ERNEST A. SEEMANN, Esq.

4729 Del Prado Boulevard
Cape Coral, Florida 33904-9626
Tel.: (941) 540-7007; Telefax (941) 540-2154
e-mail: nanta@peganet.com

Ernest A. Seemann
Hon van Gent

Elias A. Genamer,
of Counsel

PLEASE DELIVER THE FOLLOWING MESSAGE TO:

NAME: Lee Rivers

FIRM: Division of Corporations

TELECOPIER No.: (904) 487-6013

TOTAL NUMBER OF PAGES INCLUDING THE COVER SHEET: (2)

DATE: 8/5/96

IF YOU DO NOT RECEIVE ALL PAGES, PLEASE CALL: (941) 540-7007.

RE: EURAM, INC. - W95000021746

Dear Lee Rivers:

Pursuant to your letter of May 9, 1996 please find following the signed resolution so that the corporation can be filed and transact business in Florida.

Yours sincerely,


Ernest A. Seemann

CC: first class mail

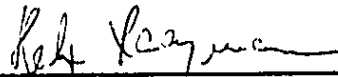
F96000003981

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Helga Raaymann, do hereby certify
that this Resolution of the Board of Directors of Euram, Inc.,
a corporation duly organized and existing under the laws of the State of Texas,
was duly adopted on January 8, 1996.

Resolved, that Euram, Inc., organized
and existing in the State of Texas, hereby adopts the
name EURAM OF TEXAS, INC. for use in Florida.

Dated: January 8, 1996



Signature of at least one director

**Helga Raaymann,
Director/President**

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Helga Raaymann, do hereby certify
that this Resolution of the Board of Directors of Euram, Inc.
a corporation duly organized and existing under the laws of the State of Texas
was duly adopted on January 5, 1996.

Resolved, that Euram, Inc., organized
and existing in the State of Texas, hereby adopts the
name EURAM OF TEXAS, INC. for use in Florida.

Dated: January 8, 1996



Signature of at least one director

**Helga Raaymann,
Director/President**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG -5 PM 3:13

**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. EURAM, 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. TEXAS
(State or country under the law of which it is incorporated)
3. 74-2478632
(FBI number, if applicable)
4. October 19, 1987
(Date of Incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. 1987/1988
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 1022 B Horseshoe Bay North Blvd., Suite #206
Horseshoe Bay, Texas 78657
(Current mailing address)
8. The transaction of any and all lawful business.
(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: Law Offices of
ERNEST A. SEEMANN, Esq.
4729 Del Prado Boulevard
Office Address: Cape Coral, Florida 33904-9626

_____, Florida, _____ (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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG -5 PM 3:13

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: _____ Helga Raaymann

Address: _____ 32022 Twin Sails

_____ Horseshoe Bay, Texas 78657

Vice President: _____

Address: _____

Secretary: _____ Michael Gordon

Address: _____ 1806 Sunset Drive

_____ Marble Falls, Texas 78654

Treasurer: _____

Address: _____ dto.

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. _____ Helga Raaymann, President
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG - 9 PM 3:13



The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED, that
Articles of Incorporation
of

EURAM, INC.

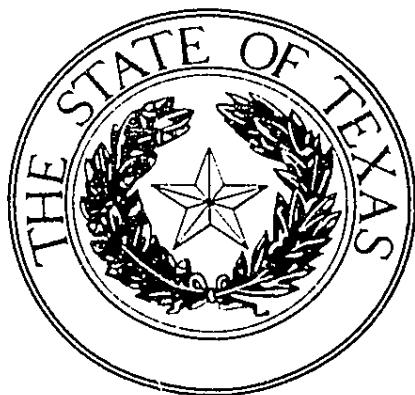
were filed in this office and a certificate of incorporation was issued on

OCTOBER 19, 1987;

IT IS FURTHER CERTIFIED, that no certificate of dissolution has been issued, and
that the corporation is still in existence.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 AUG -5 PM 3:13



*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on October 23, 1995.*

1077.

Antonio O. Garza, Jr.
Secretary of State

CEB