

F96000004294

TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

SUBJECT: Chiptronics, 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:

Chris Virgilio
(Name of Person)
Raymond Virgilio, CPA
(Firm/Company)
7391 Commercial Way, Ste. D.
(Address)
Brooksville, FL 34613
(City, State and Zip Code)

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

Chris Virgilio ^{New code 352} at (904) 596-1985
(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 Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

1000001930810
-08/23/96--01036--001
*****35.00 *****35.00

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W96-5850

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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6/22



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 19, 1996

CHRIS VIRGILIO
RAYMOND VIRGILIO, CPA
7391 COMMERCIAL WAY SUITE D
BROOKSVILLE, FL 34613

SUBJECT: CHIPTRONICS, INC.
Ref. Number: W96000005830

We have received your document for CHIPTRONICS, INC. and check(s) totaling \$35.00. However, the document has not been filed and is being retained in this office for the following reason(s):

There is a balance due of \$35.00. Refer to the attached fee schedule for the breakdown of fees. Please return a copy of this letter to ensure your money is properly credited.

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 \$1,200.00.

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) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 796A00012335

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DIONNE BLAESING
ATTORNEY AT LAW
7620 Congress Street
New Port Richey, FL 34653
(813) 846-1802
FAX (813) 846-1729

May 14, 1996

Attorney Marc Dunbar
PO Box 6327
Tallahassee, FL 32314

RE: Letter NO: 796Aooo12335
Subject Chiptronics, Inc.
Ref.# W96000005830

Dear Attorney Dunbar:

This office represents Carl Clemente, President of Chiptronics, Inc. located in Hudson, Florida. Mr. Clemente has provided us with a copy of the above referenced letter advising him of the Florida Department of State's decision to fine the corporation.

We write to ask you to consider the following facts in this case:

1. Mr. Clemente worked as an employee of Chiptronics, Inc., a Pennsylvania corporation, while living here in Florida. He subsequently bought the Pennsylvania corporation, believing it to be duly authorized to conduct business in Florida. While Mr. Clemente was an employee, all transaction were cleared through the Pennsylvania office and all shipments emanated from the Pennsylvania warehouse. After he bought the corporation, he moved the business to Florida. He admits to have been doing business so as to require registration as a foreign corporation although he was ignorant of the need to register as a foreign corporation. He did not until now understand the distinction.

2. Mr. Clemente took the steps which he thought necessary to comply with Florida law: He registered the corporation as a fictitious name with the Division of Corporations (see attached letter for registration number G94304000095).

He filed Florida Department of Revenue sales tax forms even though Chiptronics, Inc. is a wholesale distributor and no sales tax has been due from the business.

The purpose of the foreign corporations registration statute is to ensure that taxes due Florida stay in Florida. Mr. Clemente never owned taxes to the State of Florida. Additionally, we have pointed out that Mr. Clemente had in good faith complied with what he understood to be his responsibility under the laws of Florida. Therefore, we ask that you waive the fine in this matter. As you can see from the March 19, 1996 letter, Mr. Clemente has been fined with

the maximum fine.

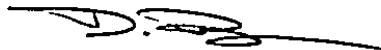
We have spoken with Hart Collins in this matter. He dutifully pointed out that we could contest the fine by certifying that Chiptronics was not doing business according to the foreign corporation statute. Mr. Clemente will not take this tract because in fact he was doing business as per the statute. He is an honorable man who did not understand all that the law required of him.

Mr. Collins also informed us that we would have to include \$200.00 for the reporting fees. We have not included same because Mr. Clemente has decided to form a Florida corporation rather than register Chiptronics as a foreign corporation. For this reason we also ask that he be forgiven the \$200.00 charge and instead we will proceed with creating an appropriate florida corporation.

As per Mr. Collins instructions, we have attached the 1995 US Tax Return. As you can see, the corporation is a fledgling business. The imposition of the maximum fine would be a hardship. Again, we ask for all the reasons noted in this letter that you wave the maximum penalty.

Thank you for your consideration in this matter.

Sincerely,

A handwritten signature in black ink, appearing to read 'D. Blaesing', with a long horizontal flourish extending to the right.

Dionne Blaesing



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 20, 1996

Dionne Blasling, Attorney at Law
7620 Congress Street
New Port Richey FL 34653

RE: CHIPTRONICS, INC. a Pennsylvania corporation
Ref. # W96000005830

Dear Attorney Blasling:

Thank you for your letter of May 14, 1996. Pursuant to instructions from the General Counsel's office, all corporations which have transacted business without authority must pay all annual report fees due this office before any consideration of a penalty abatement can be made.

Please remit the \$200 due this office for the annual report fee due for the year 1995. Once we have received your payment we will forward your file to the General Counsel's office. If you have any questions I may be reached at (904) 487-6958.

Thank you.

LEE RIVERS

Lee Rivers
Division of Corporations
PO Box 6327
Tallahassee FL 32314

Memorandum

6/3/96

To: Gerry York, Esquire

From: Lee Rivers, Qualification Section, Div. of Corps

RE: CHIPTRONICS, INC., a Pennsylvania corporation

Mr. York:

I am forwarding this file for the above-named FNQ that has requested the Dept. of State to consider waiving or reducing the maximum \$1000 in penalty fees for transacting business in Florida without authority since 1995. The corporation has submitted the \$200 annual report fee due this office. Because the corporation was incorporated in Pennsylvania on October 14, 1994, the only Federal tax return available is for 1995; attached is a photocopy of this return.

Thank you.

Lee Rivers
487-6958



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 3, 1996

CHIPTRONICS, INC.
% DIONNE BLAESING, ATTORNEY AT LAW
7620 CONGRESS STREET
NEW PORT RICHEY, FL 34653

SUBJECT: CHIPTRONICS, INC.
Ref. Number: W96000005830

Today we recieved the \$200.00 annual report fee due this office, and have forwarded your file to the General Counsel's office, as discussed in our letter of May 20, 1996, a copy of which is enclosed. Please note that the corporation must still submit the remaining \$35.00 due for the initial filing fee. This payment was requested in our letter of March 19, 1996, a copy of which is also attached.

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

Lee Rivers
Document Examiner

Letter Number: 19CA00027517



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

4 June 1996

Dionne Blaesing, Esq.,
7620 Congress Street
New Port Richey, Florida 34653

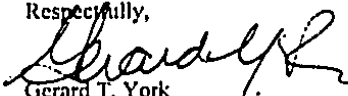
RE: Chiptronics, Inc., Ref # W96000005830

Dear Ms. Blaesing:

This letter is to confirm our telephone conversation of this date, wherein we have agreed that upon payment of the statutory minimum of \$500 pursuant to section 607.1502(4), Fla.Stat., your client shall be issued a Certificate of Authority and be qualified to do business in Florida. Please make the check payable to the Department of State, Division of Corporations and mail it to my attention at the Office of General Counsel, Department of State, The Capitol, LL-10, Tallahassee, FL 32399.

If you have any questions, feel free to contact me at (904) 414-5514.

Respectfully,


Gerard T. York
Associate General Counsel

GTY/gly



Department of State

Memorandum Office of the General Counsel

TO: File

FROM: Gerard York, Assistant General Counsel

DATE: August 2, 1996

RE: Chiptronics, 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.

**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. Chiptronics, 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. PA
(State or country under the law of which it is incorporated)
3. 23-2779832
(FEI number, if applicable)
4. 10/14/94
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. 3/1/95
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 16640 Bachmann Ave., Unit 2
Hudson, FL 34667
(Current mailing address)
8. Electronic wholesale distributor
(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:**
Name: Carl Clemente
Office Address: 16640 Bachmann Ave., Unit 2
Hudson, Florida, 34667
(Zip Code)

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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.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Carl Clemente

Address: 16640 Bachman Ave., Unit

Hudson, FL 34667

Vice President: _____

Address: _____

Secretary: _____


Address: _____

Treasurer: _____

Address: _____

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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. Carl Clemente, President
(Typed or printed name and capacity of person signing application)



COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

FEBRUARY 01, 1996

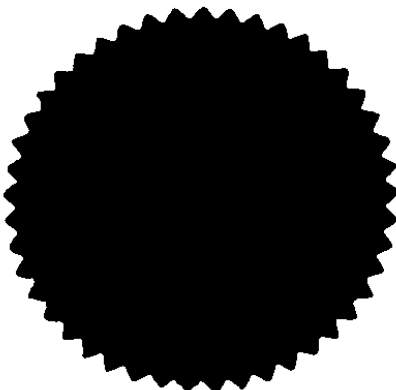
TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

CHIPTRONICS, INC.

is duly incorporated under the laws of the Commonwealth of Pennsylvania
and remains a subsisting corporation so far as the records of this office
show, as of the date herein.

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DIVISION OF CORPORATIONS
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IN TESTIMONY WHEREOF, I have
hereunto set my hand and caused
the Seal of the Secretary's
Office to be affixed, the day
and year above written.

A handwritten signature in cursive script, likely belonging to the Secretary of the Commonwealth of Pennsylvania.

Secretary of the Commonwealth

CKEI