

F97000005648

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT:

TALIDAN USA INC.

(Name of corporation - must include suffix)

700002330617--1

-10/27/97--01139--003

\*\*\*\*\*78.75 \*\*\*\*\*78.75

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:

LOWELL FARKAS

(Name of Person)

TALIDAN USA, INC

(Firm/Company)

11419 CROWN RIDGE DRIVE, Suite 9

(Address)

OWINGS MILLS, MD 21117

(City/State/Zip)

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DIVISION OF CORPORATIONS

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

LOWELL FARKAS

(Name of Person)

at ( 410 ) 902-7100

(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

**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. TALIDAN USA, 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. MARYLAND  
(State or country under the law of which it is incorporated)
3. 52-2054086  
(FBI number, if applicable)
4. 1997  
(Date of Incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. AUGUST 18, 1997  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 11419 Cromridge Dr. Suite 9 Owings Mills, MD 21117

(Current mailing address)

8. RESTAURANT, CATERING, Food & Beverage, ENTERTAINMENT  
(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: Chappelle Johnson

Office Address: 6301 NW 36<sup>th</sup> ST.

MIAMI, Florida, 33166  
(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.*

Chappelle L. Johnson  
(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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**A. DIRECTORS** (Street address only- P. O. Box NOT acceptable)

Chairman: Ed E. Davis Gable

Address: 11419 CROWN RIDGE DR. Suite 9  
OWINGS MILLS, MD

Vice Chairman: 1

Address: \_\_\_\_\_

Director: Tom Rappel

Address: 11419 CROWN RIDGE DRIVE, Suite 9  
OWINGS MILLS, MD

Director: Lowell Farhas

Address: 11419 CROWN RIDGE DRIVE Suite 9  
OWINGS MILLS, MD 21117

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

President: Lowell Farhas

Address: 11419 Cambridge Dr. Suite 9  
OWINGS MILLS MD 21117

Vice President: Chappelle Johnson

Address: 6301 NW 36 ST  
VIRGINIA GARDEN FLA 33166

Secretary: David Pearl

Address: 11419 CROWN RIDGE DR Suite 9  
OWINGS MILLS, MD 21117

Treasurer: David Stinson

Address: 11419 CROWN RIDGE DR Suite 9  
OWINGS MILLS, MD 21117

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

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

14. Lowell Farhas, President  
(Typed or printed name and capacity of person signing application)

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# STATE OF MARYLAND

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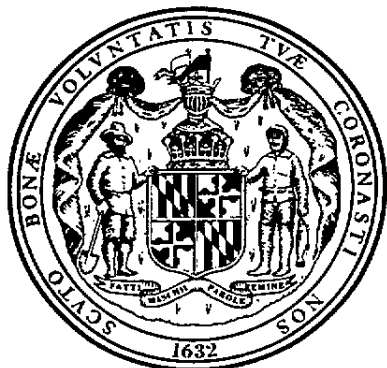
## STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

I, JACQUELINE C JAMES OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATE CHARTERS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT TALIDAN, USA, INC. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND SAID CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN THE STATE OF MARYLAND.

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97 OCT 27 AM 8:32



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE THIS 1ST DAY OF OCTOBER, 1997.

*Jacqueline C. James*  
JACQUELINE C JAMES  
OFFICE SUPERVISOR I