

LOWNDES DROSDICK DOSTER KANTOR & REED, P.A.

Attorneys at Law

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Of Counsel:
Jennifer R. Lynch
Teresa B. Finer

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 OCT 28 AM 10:27

F97000005657
September 25, 1997

White Direct Dial: (407) 418-6003
Direct Fax: (407) 843-4444
Mail: lddkr@lowndes-law.com

VIA FEDERAL EXPRESS

Mr. Hart Collins
Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

Re: Pure Fun Sports, Inc., a Georgia corporation

Dear Mr Collins:

In connection with our telephone conversation of Monday, September 22, 1997, enclosed herewith is an Application by Foreign Corporation for Authorization to Transact Business in Florida, together with a check from our client in the amount of \$1,296.25 representing the \$70.00 filing fee, and \$1,226.25 annual report fees for years 1991 through 1997, and a Certificate of Existence from the State of Georgia.

As we discussed, our client, Pure Fun Sports, Inc., was advised in late 1990 to form an S-corporation for tax purposes. At the time, the President of the corporation, William Kendall, contacted an acquaintance in Georgia who advised him that he would take the necessary steps to form the corporation. However, the attorney failed to advise his client that he was required to obtain a certificate of authority from the State of Florida to transact business in this state. It was not until this year, when our client attempted to obtain a loan from a Florida bank in the name of the corporation, that he learned that the corporation is required to have a certificate of authority from the State of Florida. It was at this point that Mr. Kendall retained our firm to assist him in this matter.

Considering that our client's failure to register with the State of Florida was unintentional as a result of his counsel's failure to advise him of his obligations to the state, and our client is voluntarily coming forward and remitting, with this application, all monies due the State in connection with the required filing of Corporation Annual Reports for the period of time since their incorporation in the State of Georgia, we are requesting that the Secretary of State waive the late filing penalties that would otherwise be imposed

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-09/26/97--01061--001
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W97-22131
DOR P. 533
200002331832--0
-10/28/97--01081--005
***3500.00 ***3500.00

10/28

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DIVISION OF CORPORATIONS

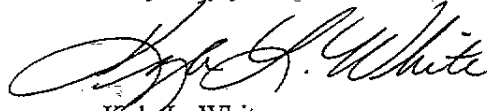
Mr. Hart Collins
September 25, 1997
Page 2

pursuant to Florida Statute 607.1502. Further, it is our understanding that the corporation has paid all taxes, intangible, personal property, and income, due the State of Florida to date.

As time is of the essence in this matter, we would appreciate your prompt response to this letter, and request that the Certificate of Authority be granted at your earliest convenience.

If you have any questions concerning the above, please do not hesitate to call me.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Kyle L. White". The signature is fluid and cursive, with the first name "Kyle" being more prominent.

Kyle L. White
Legal Assistant to
William T. Dymond

KLW:
Enclosures
43782

c: Mr. William F. Kendall, President
Pure Fun Sports, Inc.

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Kyle White's Direct Dial: (407) 418-6203
Direct Fax: (407) 843-4444
E-Mail: whitekl@lowndes-law.com

October 16, 1997

Mr. Gerald York
Assistant General Counsel
Florida Department of State, LL-10
The Capitol
Tallahassee, FL 32399

**Re: Pure Fun Sports, Inc., a Georgia Corporation
Application for Certificate of Authority - Florida**

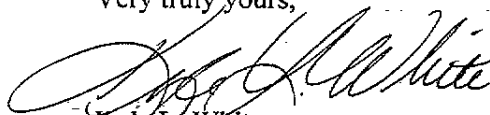
Dear Mr. York:

In connection with the above-referenced Application for Certificate of Authority to Transact Business in the State of Florida currently pending in your office, enclosed please find Check No. 3329 from Pure Fun Sports, Inc. in the amount of \$3,500 representing our client's acceptance of your offer to settle this matter for the statutory minimum late filing penalty.

Please issue a Certificate of Authority to our client as soon as possible and forward same to my attention at the address below.

If you have any questions regarding this matter, please do not hesitate to call me.

Very truly yours,


Kyle L. White
Legal Assistant to
William T. Dymond

RECEIVED

OCT 20 1997

Office of General Counsel
Department of State

KLW:vjc
Enclosure

c: William F. Kendall, President
Pure Fun Sports, Inc.

045026/55335/46197-1

215 NORTH EOLA DRIVE • POST OFFICE BOX 2809 • ORLANDO, FLORIDA 32802
TELEPHONE: 407-843-4600 • TELECOPIER: 407-423-4495 • E-MAIL lddkr@lowndes-law.com

A MEMBER OF COMMERCIAL LAW AFFILIATES, A WORLDWIDE ORGANIZATION OF INDEPENDENT LAW FIRMS.



Department of State

Memorandum Office of the General Counsel

TO: File

FROM: Gerard York, Assistant General Counsel

DATE: October 27, 1997

RE: Pure Fun Sports, Inc.

Based on my review of the file and the payments received from the corporation, it is my recommendation that this file be closed. Corporation has previously paid outstanding report fees from 1990 of \$1226.25 and has now paid foreign non-qualified penalties of \$ 3500.00 assessed at the statutory minimum and wishes to be qualified to do business in the State of Florida. Accordingly, it is recommended corporation be issued a certificate of authority.

/gtv

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. PURE FUN SPORTS, 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. GEORGIA
(State or country under the law of which it is incorporated)
3. 59-1924149
(FEI number, if applicable)
4. November 26, 1990
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. November 26, 1990
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 171 W. Fairbanks Ave., Suite E, Winter Park, FL 32789
(Current mailing address)
8. Any and all purposes for which a corporation may be organized.
(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: William F. Kendall

Office Address: 171 W. Fairbanks Ave., Ste. E

Winter Park, Florida, 32789
(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.

W. F. Kendall

(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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DIVISION OF CORPORATION
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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: William F. Kendall

Address: 171 W. Fairbanks Ave., Suite E

Winter Park, Florida 32789

Director: _____

Address: _____

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

President/Secretary & Treasurer: William F. Kendall

Address: 171 W. Fairbanks Ave., Suite E

Winter Park, Florida 32789

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. William F. Kendall

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

14. William F. Kendall, President

(Typed or printed name and capacity of person signing application)

Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 972660470
CONTROL NUMBER : 9021751
DATE INC/AUTH/FILED: 11/26/1990
JURISDICTION : GEORGIA
PRINT DATE : 09/23/1997
FORM NUMBER : 211

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DIVISION OF CORPORATIONS
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CT CORPORATION SYSTEM
RUDENE REMBERT
1201 PEACHTREE STREET, NE
ATLANTA, GA 30361

CERTIFICATE OF EXISTENCE

I, Lewis A. Massey, the Secretary of State of the State of Georgia,
do hereby certify under the seal of my office that

PURE FUN SPORTS, INC.
A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above or was authorized to
transact business in Georgia on the above date. Said entity is in
compliance with the applicable filing and annual registration
provisions of Title 14 of the Official Code of Georgia Annotated
and has not filed articles of dissolution, certificate of
cancellation or any other similar document with the office of the
Secretary of State.

This certificate relates only to the legal existence of the above-
named entity as of the date issued. It does not certify whether
or not a notice of intent to dissolve, an application for
withdrawal, a statement of commencement of winding up or any other
similar document has been filed or is pending with the Secretary
of State.

This certificate is issued pursuant to Title 14 of the Official
Code of Georgia Annotated and is prima-facie evidence that said
entity is in existence or is authorized to transact business in
this state.



Lewis A. Massey

Lewis A. Massey
Secretary of State