

F97000005957
TRANSMITTAL LETTER

**TO: QUALIFICATION/TAX LIEN SECTION
 DIVISION OF CORPORATIONS**

SUBJECT: LADEN ENTERPRISES, 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:

BERT LADEN
 (Name of Person)
LADEN ENTERPRISES, INC.
 (Firm/Company)
14771 HOLE-IN-ONE CIRCLE #PH 10
~~8051 KILPATRICK COURT~~
 (Address)
FORT MEYERS, FL 33912
 (City, State and Zip Code)

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 *****78.75 *****78.75

W97-22671

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

BERT LADEN at (941) 481 - 3749
 (Name of Person) Area Code & Daytime Telephone Number
 OR 612 891 3877

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

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 DIVISION OF CORPORATIONS
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Department of State

Memorandum Office of the General Counsel

TO: File

FROM: Gerard York, Assistant General Counsel

DATE: November 7, 1997

RE: Laden Enterprises, Inc.

Based on my review of the file and the affidavit received from the corporation, it is my recommendation that this file be closed. Corporation filed its Application for Certificate of Authority in error, and is not transacting business in the State of Florida. Accordingly, it is recommended this file be closed.

GTY/gty

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Hansen, Jergenson, Nergaard & Co., LLP

Richard D. Jergenson, CPA, Partner
Martin L. Nergaard, CPA, CVA, Partner
Mark E. Kraft, CPA, Partner

Janice J. Halvorsen, CPA
Mark T. Lindstrom, CPA
Paul J. Gilbride, CPA
John T. Barghini, CPA, CVA
Barbara A. Gallea, CPA
Kristine M. Fevig, CPA
Brian K. King, CPA

Certified Public Accountants and Management Consultants

740 Northland Plaza
3800 West 80th Street
Minneapolis, Minnesota 55431-4422
Phone (612) 893-6740
Fax (612) 896-3649
E-Mail: hjnandco@hjnandco.com

Nicole L. Paquette
Diane M. Simpson
Kelly M. Kreger
Gwen K. Gruber

Arlis Esnough
Firm Administrator

October 20, 1997

Florida Department of State
Division of Corporations
Attention: Michael Mays
PO Box 6327
Tallahassee FL 32314

re: Laden Enterprises, Inc. Your Reference Number W97000022671

Dear Mr. Mays:

I am writing in response to the enclosed notice, dated October 3, 1997, that you sent to the above referenced taxpayer. Your notice assesses a \$1,165 penalty for conducting business in Florida prior to qualifying to conduct business in Florida. The purpose of this letter is to ask for abatement of the penalty.

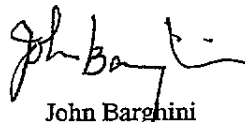
Laden Enterprises, Inc. was formerly a Minnesota corporation. The corporation sold all its assets and currently collects installment payments on the sold assets. The corporation is a "Personal Holding Company" for federal tax purposes. The majority shareholder and corporate office moved to Florida in 1996.

Laden Enterprises, Inc. has a fiscal year end of July 31 and filed what it thought to be a timely Florida tax return and applicable registration with the Secretary of State. The corporation was unaware that your office requires registration based on a calendar year.

Based on the corporation's good faith efforts to timely comply with Florida's requirements it asks that you abate the \$1,165 penalty and adjust your records to indicate that the company is in good standing with the state of Florida.

Thank you in advance for your attention to this matter. Please call with any questions.

Sincerely,


John Barghini

cc Laden Enterprises, Inc.

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 3, 1997

BERT LADEN
%LADEN ENTERPRISES, INC.
14771 HOLE-IN-ONE CIRCLE #PH 10
FORT MYERS, FL 33919

SUBJECT: LADEN ENTERPRISES, INC.
Ref. Number: W97000022671

We have received your document for LADEN ENTERPRISES, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

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 \$1165.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business 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 in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6097.


Michael Mays
Document Specialist

Letter Number: 097A00048726

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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. LADEN ENTERPRISES, 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. MINNESOTA
(State or country under the law of which it is incorporated)
3. 41-1373777
(FEI number, if applicable)
4. AUGUST 1, 1980
(Date of Incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. AUGUST 1, 1996
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. ~~8651 KILKENNY COURT~~ 14771 HOLE-IN-ONE CIRCLE #PH10
FORT MEYERS, FL 33919
33912
(Current mailing address)
8. MAIL ORDER SALES OF BUSINESS FORMS
(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: BERT Z. LADEN
SCOTT LADEN
Office Address: 14771 HOLE-IN-ONE CIRCLE #PH10
~~8651 KILKENNY COURT~~
FORT MEYERS, Florida, 33919
33912
(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.

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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: BERT F. LADEN
14771 HOLE-IN-ONE CIRCLE #PH10
 Address: 8651 KILKENNY COURT, FORT MEYERS, FL 33912 33919

Vice Chairman: _____
 Address: _____

Director: SCOTT J. LADEN
 Address: 8651 KILKENNY COURT
FORT MEYERS, FL 33912

Director: IRENE A. LADEN
 Address: 8651 KILKENNY COURT 14771 HOLE-IN-ONE CIRCLE #PH10
FORT MEYERS, FL 33912 33919

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

President: SCOTT J. LADEN
 Address: 8651 KILKENNY COURT
FORT MEYERS, FL 33912

Vice President: BERT F. LADEN
 Address: 8651 KILKENNY COURT 14771 HOLE-IN-ONE CIRCLE #PH10
FORT MEYERS, FL 33912 33919

Secretary: IRENE A. LADEN
 Address: 8651 KILKENNY COURT 14771 HOLE-IN-ONE CIRCLE #PH10
FORT MEYERS, FL 33912 33919

Treasurer: _____
 Address: _____

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

13. Bert F. Laden
 (Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. BERT F. LADEN
 (Typed or printed name and capacity of person signing application)

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State of Minnesota

SECRETARY OF STATE

Certificate of Good Standing

I, Joan Anderson Growe, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

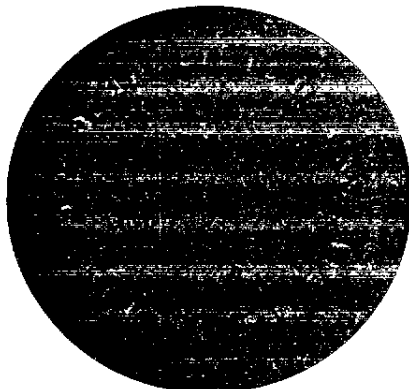
Name: LADEN ENTERPRISES, INC.

Date Formed: 04/17/1980

Chapter Governed By: 302A

This certificate has been issued on 09/29/97.

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Joan Anderson Growe
Secretary of State.