

F97000006358

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: VISTA COMPUTER SERVICES INC.

(Name of corporation - must include suffix)

500002361605--0  
-12/03/97--01009--001  
\*\*\*2065.00 \*\*\*2065.00

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:

500002327845--5  
-10/23/97--01056--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Tony Scott  
(Name of Person)

VISTA COMPUTER SERVICES INC.  
(Firm/Company)

W97-24180

80 COTTONTAIL LANE 4TH FL.  
(Address)

SOMERSET N.J. 08873  
(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:

Tony Scott at (732) 563-9292  
(Name of Person) (Area Code & Daytime Telephone Number)

mtu  
12/3

**COURIER ADDRESS:**

Qualification/Tax Lien Section  
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



# *Department of State*

## *Memorandum Office of the General Counsel*

TO: File

FROM: Gerard York, Assistant General Counsel

DATE: December 1, 1997

RE: Vista Computer Services, 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 paid outstanding report fees from 1994 of \$565.00 and foreign non-qualified penalties of \$1500.00 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

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## FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

October 23, 1997

TONY SCOTTO  
VISTA COMPUTER SERVICES INC  
80 COTTONTAIL LANE 4TH FL  
SOMERSET, NJ 08873SUBJECT: VISTA COMPUTER SERVICES INC.  
Ref. Number: W97000024180

We have received your document for VISTA COMPUTER SERVICES 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:

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 \$3565.00.

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: 997A00051750

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**BDO Seidman, LLP**  
Accountants and Consultants

Nassau West Corporate Center II  
50 Charles Lindbergh Boulevard  
Mitchel Field, New York 11553  
Telephone: (516) 222-7000  
Fax: (516) 222-8017

October 29, 1997

Mr. Michael Mays  
Florida Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

Re: Vista Computer Services Inc.  
Registration Application  
Letter #: 997A00051750

Dear Mr. Mays:

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We are the accountants for the above-named taxpayer and, in that capacity, have been asked to respond to your notice dated October 23, 1997, copy enclosed.

The taxpayer is in the computer software installation and modification business. They sell a computer software program that is substantially modified to customers in the publishing industry. The taxpayer sends employees to the customers site to spend extensive time installing and modifying their product to the customers needs. Clearly, having their employees install the program at the customer's site will be sufficient nexus to require them to file the appropriate tax returns. Unfortunately, the taxpayer's previous accountants, whom they relied upon, did not address these interstate commerce issues with them.

We had advised the taxpayer to register to do business in the states where they had employees physically installing software. Unfortunately, the State of Florida registration must have been neglected unintentionally. The taxpayer has filed the appropriate income tax returns that were required from the date they began doing business. At this time, the taxpayer has no employees installing software in the State of Florida and, therefore, does not transact business in Florida and probably has not since the beginning of 1996. However, the taxpayer may, at some time in the near future, obtain a new customer in the State of Florida and wishes to keep their registration in force at this time.

The taxpayer respectfully requests you refrain from charging the civil penalties based on reasonable cause and would like to request you send the appropriate delinquent annual reports for previous years to them so they may be filed. If you do not require the taxpayer to file the delinquent annual reports, please inform the taxpayer of the annual report fees due for all years delinquent.



If you have any questions regarding this information, please do not hesitate to contact me at your convenience.

Sincerely,

A handwritten signature in cursive script that reads "Donald T. Carlin".

Donald T. Carlin, CPA

cc: Mr. Tony Scotto

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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. VISTA COMPUTER SERVICES 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. NEW JERSEY  
(State or country under the law of which it is incorporated)
3. 22-3014397  
(FEI number, if applicable)
4. 12/89  
(Date of Incorporation)
5. PERPETUAL  
(Duration: Year corp. will cease to exist or "perpetual")
6. July 1, 1994  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 80 COTTONTAIL LANE  
SOMERSET, N.J. 08873  
(Current mailing address)
8. COMPUTER CONSULTING  
(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: N.R.A.I. SERVICES, INC.

Office Address: 526 EAST PARK AVE

TALLAHASSEE, Florida, 32301  
(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.

[Signature]  
(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: BRIAN GIBSON

Address: 104 KINGSLAND Rd.  
BOONTON NJ. 07005

Vice Chairman: \_\_\_\_\_

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

Director: \_\_\_\_\_

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

Director: \_\_\_\_\_

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

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

President: BRIAN GIBSON

Address: 104 KINGSLAND Rd.  
BOONTON, NJ. 07005

Vice President: of Sales JOHN WICKEN

Address: 129 OLD CHANGEBRIDGE Rd.  
MONTVILLE, NJ. 07045


Secretary: ANTHONY SCOTTO

Address: 39 GRANDIN Dr.  
FLEMINGTON NJ. 08822

Treasurer: ANTHONY SCOTTO

Address: 39 GRANDIN Dr.  
FLEMINGTON NJ. 08822

**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. ANTHONY SCOTTO  
(Typed or printed name and capacity of person signing application)

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STATE OF NEW JERSEY  
DEPARTMENT OF STATE  
SHORT FORM STANDING

**VISTA COMPUTER SERVICES, INC.**

*With the Previous or Alternate Name*

**VISTA COMPUTER SYSTEMS**

*I, the Secretary of State of the State of New Jersey, do hereby certify that the above-named New Jersey Domestic Profit Corporation was registered by this office on December 5, 1989.*

*As of the date of this certificate, said business continues as an active business in good standing in the State of New Jersey, and its Annual Reports are current.*

*I further certify that the registered agent and registered office are:*

*National Registered Agents, Inc. Of Nj  
810 Bear Tavern Road  
Trenton, NJ 08628*

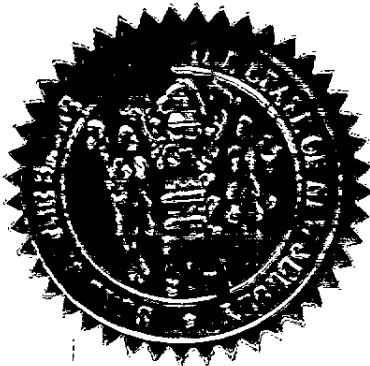
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STATE OF NEW JERSEY  
DEPARTMENT OF STATE  
SHORT FORM STANDING

VISTA COMPUTER SERVICES, INC.  
With the Previous or Alternate Name  
VISTA COMPUTER SYSTEMS



IN TESTIMONY WHEREOF, I have  
hereunto set my hand and  
affixed my Official Seal  
at Trenton, this  
17th day of October, 1997

*Lonna R. Hooks*

LONNA R HOOKS  
Secretary of State

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DIVISION OF CORPORATIONS