

F97000006817

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: 2438-5353 Quebec Inc.
(Name of corporation - must include suffix)

300002365549--2
-12/08/97--01084--005
*****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:

W97-27493

Bly McLay
(Name of Person)

Roetzel + Address
(Firm/Company)

850 Park Shore Drive, 3rd Floor
(Address)

Naples, Florida 34103
(City/State/Zip)

9712/23
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DIVISION OF CORPORATIONS

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

Bly McLay at (941) 649-2720
(Name of Person) (Area Code & Daytime Telephone Number)

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

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December 5, 1997

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Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Application by Foreign Corporation for Authorization to Transact Business in Florida

Dear Sir or Madam:

Please find enclosed the transmittal letter, application, certificate of existence, and our trust account check no. 216064 in the amount of \$78.75 to register the following foreign corporation:

1. 2438-5353 Quebec, Inc.

Upon registering the above corporation please issue a certificate of status and return to me via the self-addressed stamped envelope enclosed herewith. Thank you for your assistance and if you have any questions or require additional information please contact me at the above phone number.

Very truly yours,


Bly McLay
Real Estate Paralegal

bjm/
Enclosures
114613_1.WP5

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 9, 1997

BLY MCLAY
ROETZEL & ANDRESS
850 PARK SHORE DR., 3RD FL.
NAPLES, FL 34103

SUBJECT: 2438-5353 QUEBEC INC.
Ref. Number: W97000027493

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We have received your document for 2438-5353 QUEBEC 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 \$7165.00.

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) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 097A00058025

ROETZEL ANDRESS
A LEGAL PROFESSIONAL ASSOCIATION

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December 22, 1997

Qualification/Tax Lien Section
Division of Corporations
Attn: Jennifer Sindt, Document Examiner
409 E. Gaines Street
Tallahassee, FL 32399

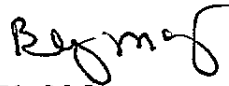
Re: 2438-5353 Quebec, Inc. - Ref. Number W97000027493

Dear Ms. Sindt:

Please find enclosed the original notarized Affidavit with regard to the above referenced corporation concerning an error made on the original Application by Foreign Corporation for Authorization to Transact Business in Florida.

Thank you for your assistance with correcting this error and if you require additional information please contact me at the above phone number.

Very truly yours,


Bly McLay
Real Estate Paralegal

bjm/
Enclosure

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AFFIDAVIT

Before me, the undersigned authority, this date personally appeared Pierre L. Rolland, President of 2438-5353 Quebec, Inc., to me well known, who being by me first duly sworn on his oath according to law, deposes and says as follows:

1. Erroneous information was inserted on the Application by Foreign Corporation for Authorization to Transact Business in Florida for the corporation known as 2438-5353 Quebec, Inc.
2. The correct date the corporation began transacting business in Florida prior to the year the above referenced application was submitted has not yet been established pursuant to section 607.1501 or 617.1501, Florida Statutes. Line 6 of the above referenced application should read "Has not transacted business in Florida pursuant to section 607.1501 or 617.1501, Florida Statutes."

Further affiant sayeth naught.

2435-5353 Quebec, Inc.

By: *[Signature]*
Pierre L. Rolland, President

STATE OF FLORIDA)
)ss:
COUNTY OF COLLIER)

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The foregoing instrument was acknowledged before me this 22nd day of December, 1997 by Pierre L. Rolland, President of 2435-5353 Quebec, Inc., who is personally known to me.

Bly J. McClay
NOTARY PUBLIC
Name: *Bly J. McClay*
(Type or Print)
My Commission Expires:



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. 2438-5353 Quebec 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. Quebec Canada 3. —
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 3/2/95 5. Annual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Villal - acquired real property in Florida
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 47 Lanning St. Sauveur, Quebec, Canada
JOR 1R6
(Current mailing address)

8. Hold & dispose of real estate
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

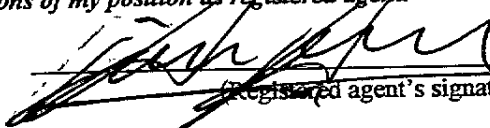
Name: Pierre L. Rolland

Office Address: 105 Lely Court

Naples, Florida, Florida, 34113
(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.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Pierre L. Rolland

Address: 47 Lanning St. ~~the~~ Sawver
Quebec, Canada JQR 1R6

Vice President: _____

Address: _____

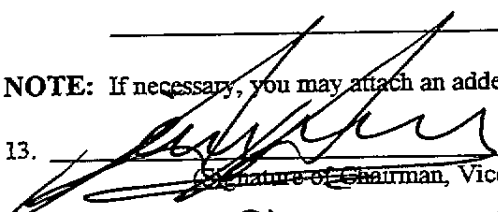
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. Pierre L. Rolland, President
(Typed or printed name and capacity of person signing application)

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CERTIFICAT D'ATTESTATION

*Loi sur la publicité légale des entreprises individuelles,
des sociétés et des personnes morales
(L.R.Q., chap. P-45, art. 81)*

J'atteste que

2438-5353 QUÉBEC INC.

- Est immatriculée depuis le 2 mars 1995.
- N'est pas en défaut de déposer une déclaration annuelle.
- N'est pas en défaut de se conformer à une demande qui lui a été faite en vertu de l'article 38.
- N'est pas en voie de dissolution.

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Le 12 novembre 1997

1143131424



Gouvernement
du Québec
L'Inspecteur
général des
institutions
financières

Inspecteur général des institutions financières

CERTIFICATE OF ATTESTATION

*An Act respecting the legal publicity of sole
proprietorships, partnerships and legal persons
(R.S.Q., c. P-45, s. 81)*

I attest that

2438-5353 QUÉBEC INC.

- Is registered since March 2nd 1995.
- Has not failed to file an annual declaration.
- Has not failed to comply with a request made under section 38.
- Is not in the process of dissolving.

FILED
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DIVISION OF CORPORATIONS
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November 12th 1997

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