

F 98000001142

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: S & L KIPP CORPORATION  
(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:

ERNEST - LUDWIG KIPP  
(Name of Person) 5000002384585--7  
-12/28/97--01104--001  
\*\*\*2765.00 \*\*\*2765.00

400 ROYAL PALM WAY SUITE 206  
(Address)

PAUM BACH, FL 33480  
(City/State/Zip)

4000002323464--4  
-10/24/97--01110--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

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

RANDY CLOUGH at (561) 655-2004  
(Name of Person) (Area Code & Daytime Telephone Number)

Jh 2/27

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



**Thomas & Clough Co., P.A.**

**CERTIFIED PUBLIC ACCOUNTANTS**

*GC*

December 18, 1997

Florida Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

**RECEIVED**

**JAN 2 1998**

Dear Sir or Madam:

Re: S & L Kipp Corporation  
Ref. #W97000024333

Office of General Counsel  
Department of State

We are responding on behalf of the entity named above to your letter dated October 27, 1997 (copy enclosed). Your letter requests payment of \$4,765 to cover both annual report and penalty fees for prior years. The penalty fees have been assessed at the maximum \$1,000 per year. We are enclosing a check in the amount of \$2,765 which is based on the lesser penalty rate of \$500 per year. Please accept this payment in complete satisfaction of this entity's obligation for prior years.

Your letter also requests that a certificate of existence be submitted from the state in which the corporation is organized. We are currently in the process of obtaining this certificate from the state of Delaware and will forward it to your attention as soon as it is received. We have attached a copy of our 1996 Annual Franchise Tax Report for your records until the certificate of existence is available.

Please contact us if you need any additional information.

Sincerely,

Randy M. Clough, CPA

Enclosures: As stated

**340 Royal Palm Way, Suite 205 / Palm Beach, Florida 33480-4307**  
**Telephone: (561) 655-2004 / Facsimile: (561) 655-2322**

Members: American Institute of Certified Public Accountants / Florida Institute of Certified Public Accountants  
The CPA. Never Underestimate The Value.



# Department of State

## Memorandum Office of the General Counsel

TO: File

FROM: Gerard York, Assistant General Counsel

DATE: January 5, 1998

RE: S & L. Kipp Corporation

FILED  
58 FEB 27 PM 2:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 1993 of \$765.00 and foreign non-qualified penalties of \$ 2000.00 assessed at the statutory minimum of \$500.00 per year. Corporation wishes to be qualified to do business in the State of Florida. Accordingly, it is recommended corporation be issued a certificate of authority.

/gty



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 17, 1998

ERNST LUDWIG KIPP  
400 ROYAL PALM WAY #206  
PALM BEACH, FL 33480

SUBJECT: S & L KIPP CORPORATION  
Ref. Number: W97000024333

We have received your document for S & L KIPP CORPORATION and your check(s) totaling \$2875.00. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6093.

Freta Lott  
Corporate Specialist Supervisor

Letter Number: 398A00009094

98 FEB 27 PM 3:02  
TALLAHASSEE, FL  
SECRETARY OF STATE  
FILED



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

October 27, 1997

ERNST LUDWIG KIPP  
400 ROYAL PALM WAY #206  
PALM BEACH, FL 33480

SUBJECT: S & L KIPP CORPORATION  
Ref. Number: W97000024333

We have received your document for S & L KIPP CORPORATION 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 \$4765.00.

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.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

If you have any questions concerning the filing of your document, please call (850) 487-6093.

Freta Lott  
Corporate Specialist Supervisor

Letter Number: 297A00052063

FILED  
98 FEB 27 PM 2:01  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

# 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. S&L KIPP CORPORATION  
(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. DELAWARE  
(State or country under the law of which it is incorporated)
3. 13-3447964  
(FEI number, if applicable)
4. 1/19/83  
(Date of Incorporation)
5. PERPETUAL  
(Duration: Year corp. will cease to exist or "perpetual")
6. OCTOBER 15, 1993  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 400 ROYAL PALM WAY, SUITE 206  
PAUM BEACH, FL 33480  
(Current mailing address)
8. ANY LAWFUL ACT OR ACTIVITY  
(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: ERNST - LUDWIG KIPP

Office Address: 400 ROYAL PALM WAY, SUITE 206

PAUM BEACH, Florida, 33480  
(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.

FILED  
98 FEB 27 PM 2:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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: ERNST- LUDWIG KIPP

Address: 400 ROYAL PALM WAY, SUITE 206

PALM BEACH, FL 33480

Director: SIGRUM KIPP

Address: (SAME AS ABOVE)

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

President: ERNST- LUDWIG KIPP

Address: 235 DUNBAR ROAD

PALM BEACH, FL 33480

Vice President: Sigrum Kipp

Address: 235 Dunbar Road

Palm Beach, FL 33480

Secretary: SIGRUM KIPP

Address: 235 DUNBAR ROAD

PALM BEACH, FL 33480

Treasurer: Sigrum Kipp

Address: 235 Dunbar Road

Palm Beach, FL 33480

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. ERNST- LUDWIG KIPP, CHAIRMAN  
(Typed or printed name and capacity of person signing application)

FILED  
98 FEB 27 PM 2:04  
SECRETARY U  
TALLAHASSEE FLORIDA

*State of Delaware*  
*Office of the Secretary of State* PAGE 1

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "S&L KIPP CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWELFTH DAY OF JANUARY, A.D. 1998.

FILED  
98 FEB 27 PM 2:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



  
Edward J. Freel, Secretary of State

2149567 8300  
981002374

AUTHENTICATION: 8859849  
DATE: 01-12-98