

F98000001709

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: P.S.L. Foods, 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:

Charles H. Andresen

(Name of Person)

Magie, Andresen Law Firm

(Firm/Company)

1000 Alworth Building
P.O. Box 745

(Address)

Duluth, MN 55801

(City/State/Zip)

4-11658618

FILED
98 MAR 21 AM 8:28
TALLAHASSEE, FLORIDA

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

Kevin L. Beatty

(Name of Person)

at (218) 722-1411

(Area Code & Daytime Telephone Number)

400002294404--1
-09/16/97--01052--001
*****70.00 *****70.00

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

400002294404--1
-03/26/98--01023--001
***4726.25 ***4726.25

p8



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 16, 1997

CHARLES H. ANDRESEN
MAGIE, ANDRESEN LAW FIRM
1000 ALWORTH BLDG., PO BOX 745
DULUTH, MN 55801

SUBJECT: P.S.L. FOODS, INC.
Ref. Number: W97000021308

We have received your document for P.S.L. FOODS, 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 \$8226.25.

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) 487-6093.

Freta Lott
Corporate Specialist Supervisor

Letter Number: 897A00045945

pg 531



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 13, 1997

CHARLES H. ANDRESEN
MAGIE, ANDRESEN LAW FIRM
1000 ALWORTH BLDG., PO BOX 745
DULUTH, MN 55801

SUBJECT: P.S.L. FOODS, INC.
Ref. Number: W97000021308

This letter is in response to the application by foreign corporation for authorization to transact business in Florida that was previously submitted to this office for P.S.L. FOODS, INC..

The referenced application states that the corporation has transacted business in the State of Florida since March 19, 1990. You were notified by letter dated September 16, 1997, that because of failure to obtain a certificate of authority prior to transacting business in the State of Florida, the corporation is liable for \$8226.25 in appropriate fees and penalties as set forth in Section 607.1502(4), Florida Statutes, (copy enclosed).

Until a response is received by this office concerning the prior notification, the application by foreign corporation for authorization to transact business in Florida will not be processed. If erroneous information was reflected on the previously submitted application, a sworn affidavit may be filed stating the correct date the corporation first transacted business in Florida, that the corporation did not transact business in Florida prior to the application filing year and that the information entered on such application is incorrect. Any such affidavit will be included with your original qualification documents.

Please provide your response to this letter within 30 days to avoid the necessity of further action.

If you have further questions concerning the filing of your document, please telephone the Foreign Qualification/Tax Lien Section at (850) 487-6091.

Freta Lott
Corporate Specialist Supervisor Letter No. 797A00054640

Enclosure

LAW OFFICES

MAGIE, ANDRESEN, HAAG, PACIOTTI, BUTTERWORTH & MCCARTHY

PROFESSIONAL ASSOCIATION

1000 ALWORTH BUILDING

P.O. Box 745

DULUTH, MINNESOTA 55801

TELEPHONE (218) 722-1411
FACSIMILE (218) 720-6817

ROBERT H. MAGIE, III*
CHARLES H. ANDRESEN
MICHAEL W. HAAG
JAMES P. PACIOTTI
SANDRA E. BUTTERWORTH
BRIAN R. MCCARTHY*
BRYAN N. ANDERSON
ROBERT C. BARNES*
KEVIN L. BEATTY
STEVEN J. SHERIDAN*
JOHN M. DONOVAN
COUNSEL

*ALSO ADMITTED IN WISCONSIN
*ALSO ADMITTED IN ALASKA

December 4, 1997

Ms. Freta Lott
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida

Re: P.S.L. Foods, Inc.

Dear Ms. Lott:

In September of this year, we submitted an Application by Foreign Corporation for Authorization to Transact Business in Florida on behalf of P.S.L. Foods, Inc. ("P.S.L."). During a financing investigation, we had discovered that the parent company of P.S.L. Foods, Inc., London Development Corporation ("London"), had been qualified to do business in Florida but that P.S.L. had not. London and P.S.L. operate a Perkins Restaurant in Port St. Lucie, Florida. In every other respect, both P.S.L. and London have complied with all Florida laws, regulations, ordinances and licensing requirements.

We received the enclosed letter assessing a penalty for P.S.L.'s failure to qualify to do business in Florida in the amount of \$8,226.25. As we discussed by telephone today, P.S.L.'s failure was not intentional and the fact that we did qualify London demonstrates our effort to comply with the letter of Florida law. Therefore, we request that the penalty be waived in its entirety, or, at a minimum, that it be reduced to \$500 per year for each year.

We appreciate your timely assistance in resolving this matter. Please contact the undersigned after you have had an opportunity to consider this request.

Sincerely,

Kevin L. Beatty
Kevin L. Beatty

RECEIVED

Enclosures

DEC 8 1997

Office of General Counsel
Department of State



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
OFFICE OF THE GENERAL COUNSEL

F A C S I M I L E T R A N S M I T T A L

TO FAX NUMBER:218-720-6817

Please deliver the following pages to:

NAME:Kevin L. Beatty, Esq.,

COMPANY: Magie, Andresen, Haag, et al.,

CITY/STATE:Duluth, Minnesota

SENDER: Gerard T. York, Esq.,
 Assistant General Counsel

DATE/TIME: 01/02/98 10:20 AM

NUMBER OF PAGES (including transmittal sheet):2

FROM FAX: 850/922-5763 (Suncom 292-5763)

COMMENTS: This is to confirm our conversation of this date wherein we have tentatively agreed to settle the issue of foreign non-qualified penalties and annual report fees due from P.S.L. Foods, Inc. ("PSL") for the sum of \$4726.25, reflecting annual report fees from 1990 in the amount of \$1226.25 and penalties for the same period of \$3500, assessed at the statutory minimum under section 607.1502(4), Florida Statutes, of \$500 per year.

If your clients accept this offer, upon receipt of a check in that amount payable to the Department of State, Division of Corporations, I will instruct the Division of Corporations to issue PSL a Certificate of Authority to transact business in Florida.

FILED
98 MAR 24 AM 8:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please mail the check to this attorney at: Office of General Counsel, LL-10, The Capitol, Tallahassee, Florida 32399-0250.

Please do not hesitate to contact me should you have any questions.

If there are any problems in receiving this transmission, call Sherry at 850/414-5536 or Suncom 994-5536.

LL-10 • THE CAPITOL • TALLAHASSEE, FLORIDA 32399-0250

FILED
98 MAR 24 AM 8:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
OFFICE OF THE GENERAL COUNSEL

FACSIMILE TRANSMITTAL

TO FAX NUMBER: 218-720-6817

Please deliver the following pages to:

NAME: Kevin L. Beatty, Esq.,

COMPANY: Magie, Andresen, Haag, et al.,

CITY/STATE: Duluth, Minnesota

SENDER: Gerard York, Esq.,
Assistant General Counsel

DATE/TIME: 03/16/98 3:36 PM

NUMBER OF PAGES (including transmittal sheet): 3

FROM FAX: 850/922-5763 (Suncom 292-5763)

COMMENTS: Please be advised I am still awaiting a response to my communication of January 2, 1998, a copy of which is attached. I would appreciate your earliest attention to this matter. Thank you.

If there are any problems in receiving this transmission, call Sherry at 850/414-5536 or Suncom 994-5536.

LL-10 • THE CAPITOL • TALLAHASSEE, FLORIDA 32399-0250

FILED
198 MAR 24 AM 8:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Department of State

Memorandum Office of the General Counsel

TO: File

FROM: Gerard York, Assistant General Counsel

DATE: March 24, 1998

RE: P.S.L. Foods , Inc.

FILED
98 MAR 24 AM 8:28
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 1990 of \$1226.25 and foreign non-qualified penalties of \$ 3500.00 assessed at the statutory minimum of \$500.00 per year and wishes to be qualified to do business in the State of Florida. Accordingly, it is recommended corporation be issued a certificate of authority.

/gty

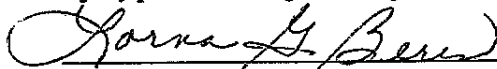
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*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. P.S.L. Foods, 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 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. January 23, 1990 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. March 19, 1990
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. c/o London Development Corporation
1325 London Road
Duluth, MN 55805
(Current mailing address)
8. General business purposes
(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: Lorna Beres
- Office Address: 9202 South Federal Highway
Port St. Lucie, Florida, 34952
(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)

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

Chairman: W. Dillon Flaherty, Sr.

Address: 1325 London Road

Duluth, MN 55805

Vice Chairman: Bryan Flaherty

Address: 1325 London Road

Duluth, MN 55805

Director: Sean Flaherty

Address: 1325 London Road

Duluth, MN 55805

Director: _____

Address: _____

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

President: W. Dillon Flaherty, Sr.

Address: 1325 London Road

Duluth, MN 55805

Vice President: Bryan Flaherty

Address: 1325 London Road

Duluth, MN 55805

Secretary: Sean Flaherty

Address: 1325 London Road

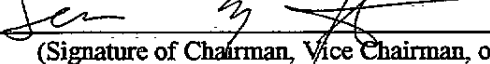
Duluth, MN 55805

Treasurer: Sean Flaherty

Address: 1325 London Road

Duluth, MN 55805

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

FILED
98 MAR 24 AM 8:28
SEAN FLAHERTY
Treasurer
FILED

State of Minnesota

SECRETARY OF STATE

Certificate of Good Standing

I, Joan Anderson Grove, 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; that this corporation is authorized to do business as a corporation at the time this certificate is issued; and that amendments to the articles of that corporation were filed on the dates listed below.

Name: P.S.L. FOODS, INC.

Date Formed: 01/23/1990

Chapter Governed By: 302A

Amendments Filed On:

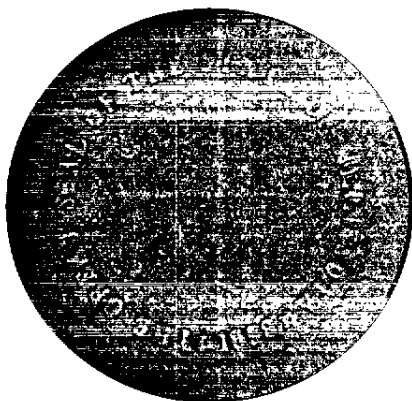
01/23/1990-ORIG FILING-222 E Superior Str

- Duluth

-NAME -P.S.L. FOODS, INC.

MN 55802-

FILED
98 MAR 24 AM 8:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Joan Anderson Grove
Secretary of State.

State of Minnesota

SECRETARY OF STATE

-2-

08/14/1992-REG OFF

-

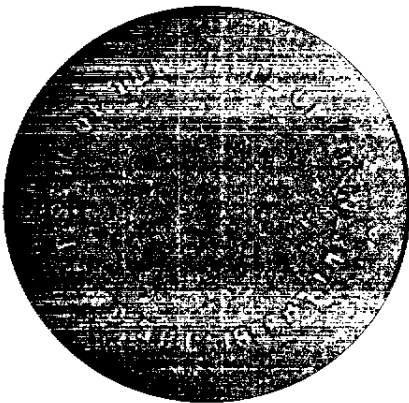
-

-Sean Flaherty
-1325 London Rd
-Duluth

MN 55805-

This certificate has been issued on 08/05/97.

FILED
98 MAR 24 AM 8:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA



Joan Anderson Grose
Secretary of State.