

1 F98000002390

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Joe Miller Productions & Management, 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:

Diane Sirizzotti
(Name of Person)

BankAtlantic
(Firm/Company)

19631 St. Rd. 7, Boca Raton, FL 33498
(Address)

Boca Raton, FL 33498
(City/State/Zip)

w99-5251
p.579

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

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-03/09/98--01158--003
*****70.00 *****70.00

Diane Sirizzotti at (561) 487-1700
(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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 10, 1998

DIANE SIRIZZOTTI
BANKATLANTIC
19631 ST. RD. 7
BOCA RATON, FL 33498

SUBJECT: JOE MILLER PRODUCTIONS & MANAGEMENT, INC.
Ref. Number: W98000005251

We have received your document for JOE MILLER PRODUCTIONS & MANAGEMENT, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

✓ The entity's period of duration must be listed on the application. Please insert the word "perpetual", if a specific date of dissolution or term of existence has not been specified.

Please note that when a corporation is listed as Registered Agent, an individual must sign on behalf of the corporation. The individual should print their name and capacity within the corporation underneath their signature; for example, "Jane Doe, Secretary." You may white out line 10 and have the individual sign this same application as described.

✓ Please also note that the officer address in section 12-B is incomplete, and the street name is spelled differently than in line 7. Please provide the complete address and correct spelling in both places on your application.

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 \$1,150.00.

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) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 398A00012860



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 2, 1998

DIANE SIRIZZOTTI
BANKATLANTIC
19631 ST. RD. 7
BOCA RATON, FL 33498

SUBJECT: JOE MILLER PRODUCTIONS & MANAGEMENT, INC.
Ref. Number: W98000005251

We have received your document for JOE MILLER PRODUCTIONS & MANAGEMENT, 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:

You must correct line 10 as requested in our previous letter, a copy of which is attached. Please re-read the highlighted portions of the letter.

Please also note that you did not submit either the \$1,150.00 or the sworn (notarized) affidavit discussed in the fifth and sixth paragraphs of our letter. Please re-read these paragraphs and submit either the penalty fee or the notarized affidavit.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 698A00017672



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 20, 1998

DIANE SIRIZZOTTI
BANKATLANTIC
19631 ST. RD. 7
BOCA RATON, FL 33498

SUBJECT: JOE MILLER PRODUCTIONS & MANAGEMENT, INC.
Ref. Number: W98000005251

We have received your document for JOE MILLER PRODUCTIONS & MANAGEMENT, 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:

Thank you for submitting the affidavit we received today. Please note that you have not yet returned a corrected application. Attached are copies of our two previous letters; please refer to the highlighted portions. You must return your original application with line 10 corrected. We have enclosed a blank application in case you cannot find the original.

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) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 298A00021016

Florida Department of State
Division of Corporations
P.O. box 6327
Tallahassee, Florida 32314

April 15, 1998

Re; Letter Number: 698A00017672
Ref. Number: W98000005251

Please be advised that Joe Miller Productions & Mgt., Inc. did not transact any business in the state of Florida in the year 1997. Joe Miller productions & Mgt., Inc. has not transacted business in Florida to date as we are awaiting approval to do so. Therefore, we are not sending any penalty and we will continue to await approval to transact business in Florida from your department.

4/14/98
Date

Joseph P. Miller
Joseph P. Miller, President
Joe Miller Productions & Mgt., Inc.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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FILED

*Sworn to
& subscribed
on this 16th
day of April, 1998
Suzanne Lang
Notary Public of N.J.
My commission expires
10/03/01*

**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. Joe Miller Productions & Management, 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 3. 22-33444 55
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 1/4/95 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 10/3/97
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 206 Princeton Rd, Parlin, NJ 08859
(Current mailing address)
8. Management of Entertainers
(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: Boca Nuts Comedy Club Inc
Office Address: 8221 Glades Rd Suite 10
Boca Raton, Florida, Florida, 33434
(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.

Boca Nuts Comedy Club Inc.
(Registered agent's signature) Richard S. Connell V.P.

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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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: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE FLORIDA

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

President: Joseph P Miller

Address: 206 Princeton Rd
Parlin, NJ 08859

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. Joseph P. Miller, President Joseph P. Miller, PRESIDENT
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Joseph P. Miller, President
(Typed or printed name and capacity of person signing application)

STATE OF NEW JERSEY
DEPARTMENT OF STATE
SHORT FORM STANDING

JOE MILLER PRODUCTIONS & MANAGEMENT, INC.

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 January 4, 1995.

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:

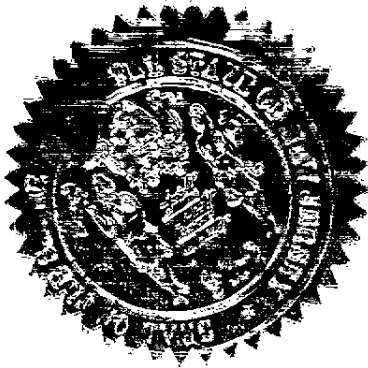
*Joseph Miller
206 Princeton Rd
Parlin, NJ 08859*

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF NEW JERSEY
DEPARTMENT OF STATE
SHORT FORM STANDING

JOE MILLER PRODUCTIONS & MANAGEMENT, INC.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
6th day of February, 1998

Lonna R. Hooks

LONNA R HOOKS
Secretary of State

98 APR 27 PM 4:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA