

F 98000003159

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: American Marketing Center Southeast, 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:

Neal Ecker
(Name of Person)
American Marketing Center Southeast Inc.
(Firm/Company)
2285 East Highway 100, Suite 105
(Address)
Bunnell, Florida 32110
(City/State/Zip)

W98-8242

Pg 596

600002486626--5
-05/22/98--01021--001
*****150.00 *****150.00

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

600002486626--5
-04/13/98--01085--002
*****70.00 *****70.00

Jay Fuchs at (212) 644-6464
(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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FILED

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 13, 1998

NEAL ECKER
AMERICAN MARKETING CENTER SOUTHEAST, INC
2285 EAST HIGHWAY 100, SUITE 105
BUNNELL, FL 32110

SUBJECT: AMERICAN MARKETING CENTER SOUTHEAST, INC.
Ref. Number: W98000008242

We have received your document for AMERICAN MARKETING CENTER SOUTHEAST, 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):

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.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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

Lee Rivers
Document Specialist

Letter Number: 298A00019671

WILLIAM T. McCALLUM, CPA, P.C.

**780 Third Avenue
New York, New York 10017
(212)644-6464**

**Telecopier
(212)644-2600**

May 11, 1998

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

Re: American Marketing Center Southeast, Inc.
EIN# 58-2073875

Gentlemen:

I am writing this letter in response to your notice (copy enclosed) regarding the above mentioned taxpayer filing as a foreign corporation transacting business in Florida. The taxpayer moved from Georgia to Florida on November 24, 1997 without much advanced notice. They attempted to file all the necessary documents to be in compliance with Florida laws in the short period of time they had for the relocation. The Department of State and Florida Department of Revenue were both contacted. The Department of Revenue requested an Intangible Personal Property Tax Return and Corporate Income Tax Return (both returns have been filed). Your office said they will send an Application by Foreign Corporation for Authorization to Transact Business in Florida. One of the requirements of the application was a Certificate of Existence from Georgia which we were not told when we called for the application. Since the corporation moved on short notice and the Certificate of Existence took a couple of weeks to receive, it was impossible to file the application before the corporation transacted business in Florida.

We respectfully request, due to the corporation's time constraint and their attempt to abide by the laws of Florida, that you abate the penalties and accept their application.

If you have any questions or I can be of any further assistance, please do not hesitate to give me a call.

Sincerely,

A handwritten signature in black ink, appearing to read 'WT McCallum', with a long horizontal line extending to the right.

William T. McCallum

cc: Neal Ecker
WTM: jf

American Marketing Center Southeast Inc.

2285 East Highway 100
Suite 105
Bunnell, FL 32110

Phone(904)437-4545
Fax(904)437-4542

May 18, 1998

Mr. Gerald T. York
Office of General Counsel
LL-10 The Capital
Tallahassee, FL 32399-2250

Re. AMERICAN MARKETING CENTER SOUTHEAST, INC.
EIN No. 582073875

Dear Mr. York

As per your conversation with Mr. Jay Fuchs of the office of William T. McCallum, CPA,
enclosed please find our check in the amount of \$ 150.00.

We look forward to hearing from you.

Sincerely,



Neal Ecker
President

Enclosure
NGE:pg

cc: Jay Fuchs

RECEIVED

MAY 21 1998

Office of General Counsel
Department of State



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 22, 1998

NEAL ECKER
AMERICAN MARKETING CENTER SOUTHEAST, INC
2285 EAST HIGHWAY 100, SUITE 105
BUNNELL, FL 32110

SUBJECT: AMERICAN MARKETING CENTER SOUTHEAST, INC.
Ref. Number: W98000008242

We have received your document for AMERICAN MARKETING CENTER SOUTHEAST, INC. and your check(s) totaling \$150.00. However, the document has not been filed and is being retained in this office for the following:

Your original application was returned to you on April 13, 1998, because it was not signed by an officer. Please return your original application with lines 13 and 14 completed.

Please also note that the certificate of existence from Georgia you submitted was dated January 9, 1998. Because the certificate must be no more than 90 days old at the time of filing, you must submit a newer certificate of existence. Once we receive your new certificate and corrected application, we will authorize your corporation to transact business in Florida.

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: 098A00028954

American Marketing Center Southeast Inc.

2285 East Highway 100
Suite 105
Bunnell, FL 32110

Phone(904)437-4545
Fax(904)437-4542

June 01,1998

Mr. Lee Rivers
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Subject: AMERICAN MARKETING CENTER SOUTHEAST INC.
Ref. No. W 98000008242

As per your May 22 letter please find the following enclosed:

- . Signed original application
- . Certificate of existence from the State of Georgia and which is dated May 27,1998.

We look forward to hearing from you.

Sincerely,



Neal Ecker
President

Enclosure
NGE:pg



Department of State

Memorandum Office of the General Counsel

TO: File

FROM: Gerard York, Assistant General Counsel

DATE: May 21, 1998

RE: American Marketing Center Southeast, 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 1997 of \$150.00 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

**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. American Marketing Center Southeast Incorporated
(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. Georgia 3. 58-2073875
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. October 31, 1993 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. November 24, 1997
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.50 F.S.)

7. 2285 East Highway 100, Suite 105
Bunnell, Florida 32110
(Current mailing address)

8. Insurance Broker
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

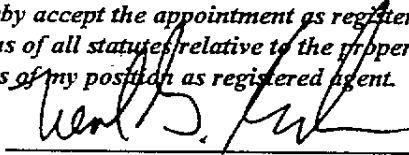
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Neal Ecker

Office Address: 2285 East Highway 100, Suite 105
Bunnell, Florida, 32110
(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.

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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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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

President: Neal Ecker c/o American Marketing Center Southeast, Inc.

Address: 2285 East Highway 100, Suite 105
Bunnell, Florida 32110

Vice President: Edwin Levine c/o American Marketing Center, Inc.

Address: 111 John Street, 27th Floor
New York, New York 10038

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. NEAL G. ECKER - PRESIDENT

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

**Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530**

DOCKET NUMBER : 981470764
CONTROL NUMBER : 9325611
DATE INC/AUTH/FILED: 11/05/1993
JURISDICTION : GEORGIA
PRINT DATE : 05/27/1998
FORM NUMBER : 211

FILED

98 JUN -4 PM 1:31

SECRETARY OF STATE
TALLAHASSEE FLORIDA

AMERICAN MARKETING CENTER SOUTHEAST
2285 EAST HWY. 100
STE. 105
BUNNELL FL 32110

CERTIFICATE OF EXISTENCE

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

**AMERICAN MARKETING CENTER SOUTHEAST, INC.
A DOMESTIC PROFIT CORPORATION**

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation, or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up, or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.

Lewis A. Massey
LEWIS A. MASSEY
SECRETARY OF STATE

