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LAW OFFICES

Michael J. Freeman, P. A.

153 Sevilla Avenue
Coral Gables, Florida 33134

Reply to: P.O. Box 140668
Coral Gables, FL 33114-0668

Tel. 305-442-1567
Fax 305-442-1227

May 27, 1998

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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

Gentlemen:

Enclosed please find the following:

1. Transmittal Letter;
2. Application by Foreign Corporation for Authorization to Transact Business in Florida for Point East Stable;
3. My client's check #1662 in the amount of \$78.75 representing the registration fee.

If you have any questions, please do not hesitate to contact me.

Thank you.

Very truly yours,



MICHAEL J. FREEMAN

MJF:lc
enc.

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*****78.75 *****78.75

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Per Michael Freeman
6/24, add "Corp."
to name.

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: C.P.W. INDUSTRIES, LTD d/b/a Point Fast Stable
(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:

Allen Fränk, CPA

(Name of Person)

Arnold J. Hodes & Co., LLP

(Firm/Company)

2030 Erie Boulevard East

(Address)

Syracuse, New York 13224

(City/State/Zip)

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

Allen Frank

(Name of Person)

at (315) 472-6683

(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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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 1, 1998

MICHAEL J. FREEMAN
153 SEVILLA AVE.
CORAL GABLES, FL 33134

SUBJECT: CPW INDUSTRIES, LTD.
Ref. Number: W98000012481

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We have received your document for CPW INDUSTRIES, LTD. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The use of LIMITED or LTD. is not acceptable as a corporate suffix. The name must include a word such as INCORPORATED, INC., CORPORATION, CORP., COMPANY, or CO.

If the corporation wishes to transact business in Florida by a name other than its legal corporate name, it must file a fictitious name application. Please find one enclosed for your convenience.

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 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) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 698A00030735



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 11, 1998

MICHAEL J. FREEMAN
153 SEVILLA AVE.
CORAL GABLES, FL 33134

SUBJECT: CPW INDUSTRIES, LTD.
Ref. Number: W98000012481

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You failed to make the correction(s) requested in our previous letter.

The use of LIMITED or LTD. is not acceptable as a corporate suffix. The name must include a word such as INCORPORATED, INC., CORPORATION, CORP., COMPANY, or CO.

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) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 098A00032729

**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. C. P. W. INDUSTRIES, LTD., CORP.
(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 YORK 3. 16-1252187
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. November 1, 1983 5 PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. February 14, 1998
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 2030 Erie Boulevard East
Syracuse, New York 13224
(Current mailing address)
8. Horse Racing
(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: MJF Registered Agent Corp.
- Office Address: 153 Sevilla Avenue
Coral Gables, Florida, 33134
(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.

Michael J. Freeman Pres
(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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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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B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Philip Chang

Address: 2030 Erie Boulevard East

Syracuse, New York 13224

Vice President: _____

Address: _____

Secretary: Allen Frank

Address: 2030 Erie Boulevard East

Syracuse, New York 13244

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. PHILIP P.W. CHANG, PRESIDENT

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

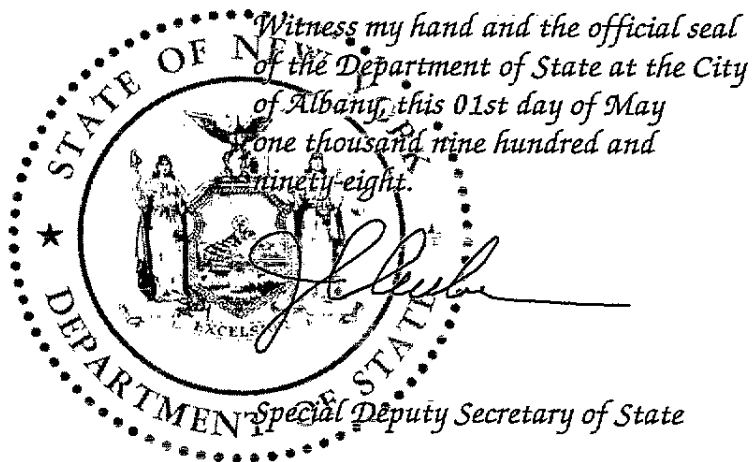
State of New York
Department of State | ss:

I hereby certify, that the certificate of incorporation of CPW INDUSTRIES, LTD. was filed on 10/18/1983, with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation. I further certify the following:

A Biennial Statement was filed 04/14/1995.

A Biennial Statement was filed 10/16/1997.

I further certify, that no other certificates have been filed by such corporation.



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