

F98000003805

TRANSMITTAL LETTER

pg 610

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: American Analytical Services, Inc.

(Name of corporation - must include suffix)

W98-12319

000002540380--9

-05/23/98--01020--003

****122.50 ****122.50

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:

Jeremy H. Godwin

(Name of Person)

DeLaney and Sellers, P.A.

(Firm/Company)

301 S. McDowell Street, Suite 410

(Address)

Charlotte, NC 28204

(City/State/Zip)

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

Jeremy H. Godwin

at (704) 377-5050

(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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -6 AM 10:28

#716



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 29, 1998

JEREMY H. GODWIN
DELANEY AND SELLERS, P.A.
301 S. MCDOWELL ST., #410
CHARLOTTE, NC 28204

SUBJECT: AMERICAN ANALYTICAL SERVICES, INC.
Ref. Number: W98000012319

We have received your document for AMERICAN ANALYTICAL SERVICES, INC. and your check(s) totaling \$122.50. 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 \$9376.25.

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: 898A00030323

DELANEY AND SELLERS, P.A.
ATTORNEYS AT LAW
SUITE 410 CAMERON-BROWN BUILDING
301 SOUTH McDOWELL STREET
CHARLOTTE, NORTH CAROLINA 28204-2686

JOHN F. AYERS III
ERNEST S. DELANEY III
ROBERT C. DORTCH, JR.
JEREMY H. GODWIN*
G. EDWARD HINSHAW, JR.
CHARLES E. LYONS II*
TIMOTHY G. SELLERS*
MARK T. SUMWALT*

TELEPHONE
(704) 377-5050

FAX
(704) 339-0172

*ALSO ADMITTED IN
SOUTH CAROLINA

July 1, 1998

Ms. Freta Lott
Corporate Specialist Supervisor
Florida Department of State
Post Office Box 6327
Tallahassee, FL 32314

Re: American Analytical Services, Inc.
Reference No. W98000012319

Dear Ms. Lott:

On May 29, 1998, we received Letter Number 898A00030323 from your office. A copy of the letter is attached. After reviewing your letter and the pertinent facts regarding American Analytical Services, Inc. and their Application for Certificate to Transact Business in the State of Florida, we have discovered that erroneous information was included in our original Application. Pursuant to Florida Statute § 607.1501, American Analytical Services, Inc. has yet to begin transacting business within the State of Florida. The only activity which American Analytical Services, Inc. has been involved in in the State of Florida has been the solicitation of orders for environmental testing services. The acceptance of all orders occurred at their corporate offices in Norcross, Georgia. All of the services rendered related to the environmental testing were also performed in the State of Georgia. At no times were orders for testing either accepted or performed outside of the State of Georgia.

As Florida Statute § 607.1501(f) clearly excepts these activities from the definition of "transacting business," we respectfully request that our Application for Certificate of Authority be re-examined. The company makes such application as a prospective measure prior to the initiation of any activities which would constitute "transacting business" within the State of Florida. To further verify this information, please see the enclosed Affidavit of Randy Bradford substantiating the same.

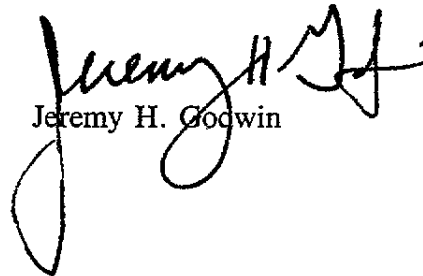
Ms. Freta Lott

July 1, 1998

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After reviewing the foregoing, if you have further questions, please feel free to contact the undersigned at the address listed above. We thank you in advance for your consideration and attention to this matter.

Sincerely,

A handwritten signature in black ink, appearing to read "Jeremy H. Godwin". The signature is stylized with a large, looping "J" and a distinct "G".

Jeremy H. Godwin

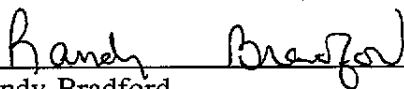
JHG/krh
Enclosure

STATE OF GEORGIA
COUNTY OF GWINETT

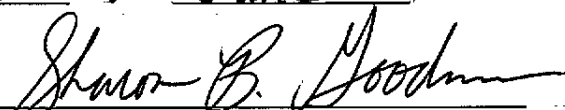
AFFIDAVIT OF RANDY BRADFORD

The undersigned Affiant hereby deposes and says:

1. I am the Controller of American Analytical Services, Inc. ("AASI"). AASI is a corporation incorporated under the laws of the State of Georgia.
 2. I am familiar with the operation and business history of AASI.
 3. To date, the only activities which AASI has undertaken in the State of Florida have been the solicitation of orders for environmental testing. The acceptance of all such orders occurred at AASI's corporate offices in Norcross, Georgia. All of the testing services were also performed in the State of Georgia. At no time was an order for environmental testing either accepted or performed in the State of Florida.
 4. As defined in Florida Statute § 607.1501, AASI has yet to begin transacting business within the State of Florida. The application for qualification in Florida has been filed as a prospective measure.
 5. Due to the foregoing paragraphs, erroneous information was listed under Item 6 of the Application by Foreign Corporation for Authorization to Transact Business in Florida.
- Further, the Affiant sayeth not.


Randy Bradford

Sworn to and subscribed before me this the
10th day of June, 1998.


Notary Public

Notary Public, DeKalb County, Georgia
My Commission Expires February 14, 1999

My Commission Expires: _____

[NOTARIAL SEAL]

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -6 AM 10:28

**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 Analytical Services, 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. Georgia, U.S.A. 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 7-17-85 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 1/1/90
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 110 Technology Parkway
Norcross, GA 30092
(Current mailing address)
8. Environmental Testing Services
(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: Christy J. Draper
- Office Address: 5528 Sea ^{Spray} Spring Drive
Pensacola, _____, Florida, 32507
(Zip code)

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DIVISION OF CORPORATIONS
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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.

Christy J. Draper
(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: Robert Owens, Jr.

Address: 110 Technology Parkway
Norcross, GA 30092

Vice Chairman: Billy P. Dyer

Address: 110 Technology Parkway
Norcross, GA 30092

Director: G. Wyn Jones

Address: 110 Technology Parkway
Norcross, GA 30092

Director: _____

Address: _____

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

President: Robert Owens, Jr.

Address: 110 Technology Parkway
Norcross, GA 30092

Vice President: Billy P. Dyer

Address: 110 Technology Parkway
Norcross, GA 30092


Secretary: G. Wyn Jones

Address: 110 Technology Parkway
Norcross, GA 30092

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. Billy P. Dyer, Vice-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 : 981110448
CONTROL NUMBER : 8603661
DATE INC/AUTH/FILED: 07/17/1985
JURISDICTION : GEORGIA
PRINT DATE : 04/21/1998
FORM NUMBER : 211

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 JUL -6 AM 10:28

JEREMY GODWIN
301 S. MCDOWELL ST., STE.410
CHARLOTTE NC 28204

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 ANALYTICAL SERVICES, 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

