

F98000004045

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Michael Biamonte + Associates Inc
(Name of corporation - must include suffix)

500002570545--5
-07/16/98--01010--001
***1000.00 ***1000.00

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:

Michael Biamonte
(Name of Person) 500002570545--5
-06/24/98--01022--001
*****70.00 *****70.00
% Perfectly Balanced Books
(Firm/Company) 500002570545--5
-06/24/98--01022--002
*****315.00 *****315.00
133 Garden Ave N
(Address)
Clearwater, FL 33755
(City/State/Zip)

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

~~498-10708~~
P.605

Joann Marolda at (813) 445-9707
(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

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7/16



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 12, 1998

MICHAEL BIAMONTE
% PERFECTLY BALANCED BOOKS
133 GARDEN AVE N.
CLEARWATER, FL 33755

SUBJECT: MICHAEL BIAMONTE & ASSOCIATES, INC.
Ref. Number: W98000010708

We have received your document for MICHAEL BIAMONTE & ASSOCIATES, INC.. However, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$70.00. Your document will be retained in our pending file. Please return a copy of this letter to ensure that your check is properly credited.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please remit \$315.00 in past annual report fees due this office for transacting business in Florida without authority since 1996 as stated on the application. Once the \$70.00 filing fee, certificate of existence from New York, and \$315.00 in past annual report fees have been received, I will forward the application and request for waiver or reduction of the civil penalties totaling \$2000.00 to the Department's general counsel for consideration.

If you have any questions concerning the filing of your document, please call (850) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 098A00026132

Michael Biamonte and Assoc, Inc.

May 2, 1998

Florida Dept. of State
Qualification/Tax Lien Section
PO Box 6327
Tallahassee, FL 32314

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JUN 25 1998

Office of General Counsel
Department of State

Dear Sirs:

Last July of 1997 I took over doing the bookkeeping for Michael Biamonte and Associates. We are a New York Corporation. Before I took over the bookkeeping was done by a firm in California called Wiseman and Burke from Jan 96 to June 97. In 1996 Dr. Biamonte moved to Florida from New York with him family and started doing consultations from his home phone to his patients in New York. He works part of each month in New York and part from him home in Florida so he could be with his family.

When I took over the bookkeeping I did not know the company was not registered as a foreign corporation doing business in Florida. I am sure that Wiseman and Burke was not aware that he needed to register as they are a reputable firm but possibly not aware of Florida law. As May 1st approached to file the Annual Corporate Returns I realized that I did not receive the form from the State of Florida. I called Dr. Biamonte's accountant, Marlin Anderson and he guided me on how to get the application that I am now sending in to you.

Dr. Biamonte was not aware that this other accounting firm did not have all the company's legal requirements in until I informed him recently. I called the State to find out what the penalties are for not filing for two years and was told it was \$1000.00 for each year plus \$150. registration for two years plus the \$70.00 registration fee. This is a very stiff penalty which I am certain you are aware of already. I am sure it was meant for people who try to get around this law for the purpose of being fraudulent and not paying their fair share according to the laws of the land. But this is not the case with us. That I am applying for two years back of my own accord should show you that this is true.

I would respectfully request that under the circumstances that the penalties be waived in full or in part. I would greatly appreciate your consideration in this matter. If you have any questions please call me at 813-445-9707 or write me at c/o Perfectly Balanced Books 133 Garden Ave. N. Clearwater, FL 33755.

Sincerely,


Joann Marolda
Account Executive

Michael Biamonte and Assoc, Inc.

June 19, 1998

Florida Dept. of State
Qualification/Tax Lien Section
PO Box 6327
Tallahassee, FL 32314

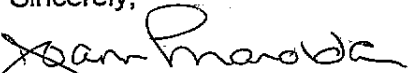
Ref Letter # 098A00026132

Dear Mr. Collins:

Enclosed are the two checks requested; one for the \$70.00 registration fee and one for the \$315.00 past annual report fees. Also, I have enclosed a copy of your letter requesting a Certificate of Existence from the State of New York and the original Certificate of Existence from New York State.

I am looking forward to getting this matter resolved. Again, thank you very much for your consideration to abate the \$2000.00 in civil penalties, If you have any questions please call me at 813-445-9707 or write me at c/o Perfectly Balanced Books 133 Garden Ave. N. Clearwater, FL 33755.

Sincerely,



Joann Marolda
Account Executive



Department of State

Memorandum Office of the General Counsel

TO: File

FROM: Gerard York, Assistant General Counsel

DATE: July 15, 1998

RE: Michael Biamonte and Associates

Based on my review of the file and the payment received from the corporation, it is my recommendation that this file be closed and that corporation be issued a certificate of authority. Corporation has previously paid annual report fees from 1996 of \$315 and has now paid foreign nonqualified penalties of \$1000 assessed at the statutory minimum of \$500 per year. Accordingly, it is recommended that this file be closed.

/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. Michael Biamonte ^{AND} Associates, 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 York 3. 13-3641170
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 12/19/91 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Approx July 1996
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. Michael Biamonte + Assoc Inc
139 Fulton Street New York, NY 10038
(Current mailing address)

8. Nutritional Consulting by phone
(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: Joan Marolda
Office Address: c/o Perfectly Balanced Books
133 Garden Ave N
Clearwater, Florida, 33755
(Zip code)

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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.

Joan Marolda
(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: Michael Biamonte

Address: 733 Weathersfield Dr
Dunedin, FL 34698-7437

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Michael Biamonte

Address: 733 Weathersfield Dr
Dunedin, FL 34698-7437

Vice President: _____

Address: _____

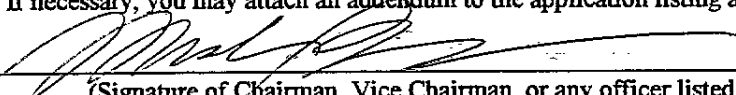
Secretary: _____

Address: _____

Treasurer: Joan Marolda

Address: 133 Garden Ave N
Clearwater, FL 33755

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)

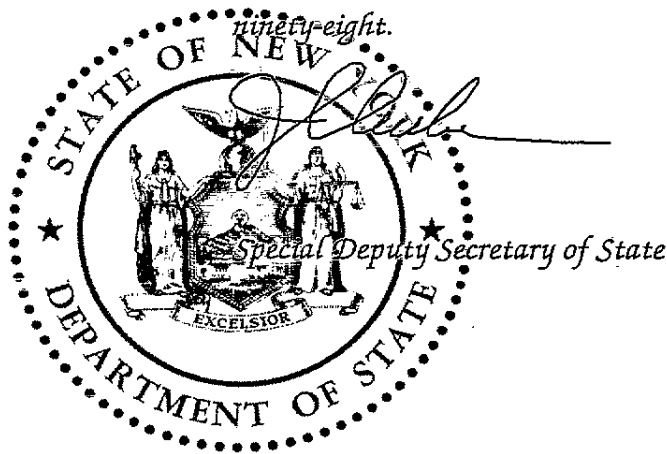
14. Michael Biamonte
(Typed or printed name and capacity of person signing application)

State of New York } ss:
Department of State

I hereby certify, that the certificate of incorporation of MICHAEL BIAMONTE AND ASSOCIATES, INC. was filed on 12/17/1991, 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.

The Corporation Biennial Statement is past due.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 15th day of June
one thousand nine hundred and
ninety-eight.



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