



THE UNITED STATES  
CORPORATION  
COMPANY

F98000004952

ACCOUNT NO. : 072100000032

REFERENCE : 911893 4393024

AUTHORIZATION :

*Patricia Pujute*

COST LIMIT : \$ 70.00

ORDER DATE : July 31, 1998

ORDER TIME : 1:30 PM

ORDER NO. : 911893-020

CUSTOMER NO: 4393024

CUSTOMER: Tony Bisceglie, Esq  
Bisceglie & Walsh  
1130 Seventeenth Street, N.W.  
Ste. 400  
Washington, DC 20036

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG-4 PM 1:25

20000260734

FOREIGN FILINGS

NAME: THE BOMSTEIN AGENCY, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

*W98-17677*  
*Pg 623*

RECEIVED  
98 AUG-4 PM 2:45  
DIVISION OF CORPORATION  
*# 89/1*



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

RECEIVED  
98 AUG 18 AM 10:45  
DIVISION OF CORPORATION

August 4, 1998

CSC

TALLAHASSEE, FL

SUBJECT: THE BOMSTEIN AGENCY, INC.  
Ref. Number: W98000017677

We have received your document for THE BOMSTEIN AGENCY, 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:

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 \$1150.00.

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) 487-6094.

Agnes Lunt  
Document Specialist

Letter Number: 698A00040773

**RESUBMIT**

Please give original  
submission date as file date.

*Please read the  
letter enclosed*

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

LAW OFFICES  
**Bisceglie & Walsh**

1130 Seventeenth Street, N.W.  
Suite 400  
Washington, D.C. 20036

202-778-1160  
Facsimile 202-659-9536

Anthony P. Bisceglie\*  
William C. Walsh  
\*Also admitted in Maryland.

OF COUNSEL  
Richard C. Bickl

August 14, 1998

Edward Burke  
CSC  
1013 Center Road  
Wilmington, Delaware 19805-1297

**RE: BOMSTEIN AGENCY, INC. /FLORIDA**  
**REGISTRATION**

Dear Mr. Burke:

Our lawfirm serves as corporate counsel to the Bomstein Agency, Inc., a Delaware corporation ("the Company"). I am writing to provide you with information about the Company which should demonstrate that its contacts with the State of Florida during 1997 were such that no registration as a foreign corporation was required and no penalty should be assessed in connection with the Company's pending application for such registration in 1998.

Please be advised that the Company is an advertising agency with offices and operations located in the District of Columbia. The Company's contact with the State of Florida is limited to a contract with one of its Virginia based Clients "Bikes USA," (the Client) which maintains bicycle accessory shops in various states including Florida. The Company designs, writes and produces print advertising to promote the Client's products in various markets. All such preparation is done in the District of Columbia and invoices are sent to and paid by the Virginia based Client. On occasion, the Company purchases radio advertising time and mails tapes to Florida radio stations, and mails print advertising

Edward Burke  
August 14, 1998  
Page 2

circulars to Florida for its Client. All such work requires approval of and acceptance by the Client's headquarters in Virginia. The Company owns no property in Florida, nor does it maintain any offices or employees in Florida.

Upon consideration of the foregoing information, it seems clear that no registration was required.

If I can be of further assistance, please let me know.

Sincerely,



Anthony P. Bisceglie, Esq.

/lg



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

August 18, 1998

CSC

TALLAHASSEE, FL

SUBJECT: THE BOMSTEIN AGENCY, INC.  
Ref. Number: W98000017677

RECEIVED  
98 AUG 27 PM 3:29  
DIVISION OF CORPORATION

We have received your document(s) in this office, however, a copy of the document is being returned for the following:

If the date listed as first transacting business in Florida in section 6 of the application does not constitute transacting business within the meaning of chapter 607.1501fs, This office requires a sworn affidavit stating such.

If you have any questions concerning the filing of your document, please call (850) 487-6094.

Agnes Lunt  
Document Specialist

Letter Number: 698A00042781

**RESUBMIT**

Please give original  
submission date as file date.

*Please see the enclosed  
information*

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

August 27, 1998

CSC-JANNA WILSON

, FL

SUBJECT: THE BOMSTEIN AGENCY, INC.  
Ref. Number: W98000017677

We have received your document(s) in this office, however, a copy of the document is being returned for the following:

We are returning the affidavit concerning the date first transacted business in Florida as it is ambiguous and does not clearly correct the original date stated on the application. If "The Bomstein Agency, Inc." has engaged in some substantial part of its ordinary business in this state in 1997, the civil penalty and past annual report fee must be collected by this office in accordance with s.607.1502(4), F.S..

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

Hart Collins  
Senior Corporate Section Administrator

Letter Number: 898A00044503

**RESUBMIT**  
Please give original  
submission date as file date.

RECEIVED  
98 SEP -1 AM 11:25  
DIVISION OF CORPORATION

AFFIDAVIT

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG -4 PM 1:25

I, Joanne King Williams, having been duly sworn  
hereby state:

1. I am the President of The Bomstein Agency, Inc.
2. The Bomstein Agency, Inc. is a Delaware corporation which performs advertising services from its offices located in the District of Columbia.
3. The Bomstein Agency, Inc. has filed an application to do business in Florida, a copy of which is attached hereto as Exhibit A.
4. Our company's attorney has advised us that the nature of our work related to the State of Florida does not constitute "doing business" as the term is defined by Florida State law. See Exhibit B. However, in order to ensure that there is no question concerning the matter we have elected to proceed with registration irrespective of whether such is required.
5. Our company first began performing the services described in Exhibit B for our Florida based client on January 16, 1997.

I declare under the pains and penalties of perjury, that  
the foregoing is true and correct.

Executed this 20 day of August,  
1998 in Washington D.C.

Joanne King Williams  
Joanne King Williams

SUBSCRIBED AND SWORN TO before me this 20 day  
of Aug, 1998.

Paul Esenbey  
Notary of Public

MY COMMISSION EXPIRES DECEMBER 14, 2002

MY COMMISSION EXPIRES DECEMBER 14, 2002



# APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE  
STATE OF FLORIDA:

1. THE BOMSTEIN AGENCY, 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. Delaware

(State or country under the law of which it is incorporated)

3. 52-1072206

(FEI number, if applicable)

4. January 25, 1988

(Date of Incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. 1997

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 2201 Wisconsin Avenue, N.W., Suite C-150

Washington, D.C. 20007

(Current mailing address)

8.

See Attachment A

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida,

32301

(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.

Corporation Service Company

By: [Signature]

(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.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG - 10 PM 1:25  
32301

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: Howard Bomstein

Address: 1843 Sudbury Lane, N.W.  
Washington, D.C. 20012

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: Joanne Williams

Address: 11919 Franklin Street  
Beltsville, MD 20705

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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

President: Joanne Williams

Address: 11919 Franklin Street  
Beltsville, MD 20705

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

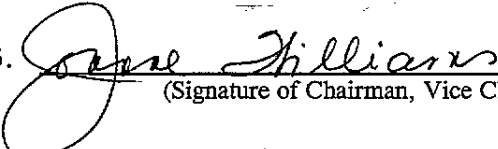
Secretary: Jenny Morell

Address: 3606 Spring Street  
Chevy Chase, MD 20815

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. Joanne Williams President  
(Typed or printed name and capacity of person signing application)

## ATTACHMENT A

The Bomstein Agency, Inc.'s contacts with the State of Florida are de minimus. However, because the company has allocated taxable income in the amount of \$ -0- to this state, it is filing this application to perfect such technical compliance as may be required. This Delaware company, conducts its advertising services from its headquarters in the District of Columbia. The specific business which the company conducts is as follows:

Advertising, promoting, and developing the business of other corporations, partnerships, or individuals, for hire, or upon commission, or otherwise, by and through the means of preparing advertising for other corporations, partnerships, or individuals, and of advertising the business, commodities, or other property, real, personal, or mixed, of other corporations, partnerships or individuals in newspapers, books, booklets, prospectuses, magazines, circulars, pamphlets, telecommunications networks, or other similar literature and advertising media, and to conduct said business both as principal and/or agent, including the preparation and arrangement of advertising.

State of Delaware  
Office of the Secretary of State

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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE BOMSTEIN AGENCY, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF JULY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG -4 PM 1:25

2150224 8300

981277818



9202251  
07-17-98  
*Edward J. Freel*  
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: