

F98000005710



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 910936 7156774

AUTHORIZATION :

Patricia Pijet

COST LIMIT : \$ 70.00

ORDER DATE : July 30, 1998

ORDER TIME : 10:08 AM

✓ 200002662502--8

ORDER NO. : 910936-005

CUSTOMER NO: 7156774

CUSTOMER: Brian D'fuhro, Esq
Bowman Fuhro Hanley & Norton
Suite 311
1044 Route 23 North
Wayne, NJ 07470-6653

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***5596.25 ***5596.25

FOREIGN FILINGS

NAME: M G M TRANSPORT CORPORATION

~~W98-18855~~
P. 626

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 13 AM 11:38 98 AUG 18 AM 10:45
RECEIVED
DIVISION OF CORPORATION
#2 1013



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 18, 1998

CSC-JANNA WILSON

SUBJECT: M G M TRANSPORT CORPORATION
Ref. Number: W98000018855

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

MGM Transport Corporation, the Florida corporation which filed articles of dissolution with this office on 7/27/98 is required by s.607.1405(4), F.S., to provide an affidavit releasing the name of the corporation to the New Jersey corporation and state that it will not revoke its articles of dissolution before the name will be available for use by the New Jersey corporation.

We have forwarded the qualification documents and correspondence requesting the Department of State to consider waiving the penalties/annual report fees due this state by the New Jersey corporation for transacting business without authority to the Department's assistant 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: 098A00042793



Department of State

Memorandum Office of the General Counsel

TO: File

FROM: Gerard York, Assistant General Counsel

DATE: October 12, 1998

RE: MGM Transport, 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 1978 of \$1596.25 and foreign non-qualified penalties and all applicable charter taxes in a lump sum of \$ 4000.00 to avoid litigation. Corporation wishes to be qualified to do business in the State of Florida. Accordingly, it is recommended corporation be issued a certificate of authority.

/gty

AFFIDAVIT

STATE OF NEW JERSEY)


ss:

COUNTY OF PASSAIC)

I, Louis Massood, an officer of M.G.M. Transport Corp. acknowledge and attest this follows:

1. The Articles of Dissolution of M.G.M. Transport Corp. , a Florida Corporation, were filed with the Florida Secretary of State on July 27, 1998. A copy of the filed Articles of Dissolution are appended hereto.
2. By filing this Affidavit with the Florida Secretary of State's Office, M.G.M. Transport Corp. hereby releases the name of the corporation to MGM Transport Corporation, a New Jersey Corporation, so that the pending application of MGM Transport Corporation for authorization to transact business in Florida is accepted by the Florida Secretary of State's Office.
3. M.G.M. Transport Corp. will not revoke its Articles of Dissolution before the name assigned herein is made available for use by MGM Transport Corporation.

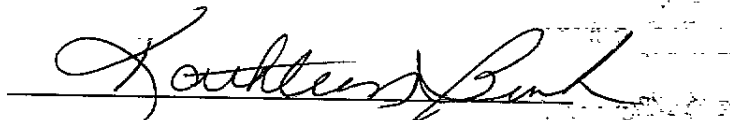
I am aware that the Secretary of the State of Florida is relying on this Affidavit for the purposes stated herein and that I am liable for punishment for any true statement made in this Affidavit.


Louis Massood

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ACKNOWLEDGED

On this 21st day of August 1998, before me, the subscriber, personally appeared Louis Massood who, I am satisfied, is the person named in and who executed the within instrument, and thereupon he acknowledged that he signed, sealed and delivered the same as his act and deed, for the purposes therein expressed.



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. M G M Transport Corporation
(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 Jersey 3. 22-1537992
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. March 20, 1953 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. August 11, 1978
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 70 Maltese Drive, Totowa, New Jersey 07512

8. To carry on a general trucking, contracting and stevstore business, to engage in the transportation of goods, merchandise, property and commodities of every description for hire as a acommon carrier, and to carry on any business which may be lawfully carried on by a corporation organized under the Laws of Florida.
(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)

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SECRETARY OF STATE
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.

Corporation Service Company

By:

Luluia M. White
(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.

ATTACHMENT

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

6. Date first transaction business in Florida.

M G M Transport Corporation was incorporated under the Laws of the State of New Jersey on March 20, 1953. On or about August 11, 1978, M G M Transport Corporation began doing business in the State of Florida. At such time, M G M Transport Corporation intended to be authorized to do business in the State of Florida by retaining the services of an attorney in Florida to prepare the required authorization papers so as to qualify to do business in the State of Florida as a foreign corporation.

Notwithstanding the above, the attorney retained by M G M Transport Corporation caused the Articles of Incorporation of "M.G.M. Transport Corp." to be incorporated in the State of Florida as a new corporation contrary to M G M Transport Corporation's intent that the New Jersey corporation be qualified to do business in the State of Florida.

Consequently, on or about July 24, 1998, M G M Transport Corporation forwarded to the Florida Department of State, Amendment Section, Articles of Dissolution for "M.G.M. Transport Corp." (Corporate Number 582014) requesting dissolution noting that the Florida corporation had not commenced business.

M G M Transport Corporation, the New Jersey corporation has continued to do business in the State of Florida since on or about August 11, 1978. Moreover, M G M Transport Corporation has filed their Profit Corporation Annual Reports and paid the required fees under the name of "M.G.M. Transport Corp." Accordingly, M G M Transport Corporation, the New Jersey corporation has continued to do business in the State of Florida since that date and has paid the annual fees required by Florida statutes. However, these fees have been paid under the name M.G.M. Transport Corp., the Florida Corporation, since the date of the incorporation of that entity.

At this time, M G M Transport Corporation, the New Jersey corporation, requests that it be authorized and qualified to do business in the State of Florida under that name. By separate filing, M.G.M. Transport Corp. has filed Articles of Dissolution so as to avoid any confusing similarity between the two names with the Secretary of State's office.

For all of the foregoing reasons, M G M Transport Corporation, the New Jersey corporation, respectively requests an abatement of any penalties pursuant to Florida statute §607.1502, et. seq.

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 Massood, Sr.

Address: 70 Maltese Drive

Totowa, New Jersey 07512

Vice Chairman: Louis Massood

Address: 70 Maltese Drive

Totowa, New Jersey 07512

Director: Edward Massood

Address: 70 Maltese Drive

Totowa, New Jersey 07512

Director: George Massood

Address: 70 Maltese Drive

Totowa, New Jersey 07512

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

President: Edward Massood

Address: 70 Maltese Drive

Totowa, New Jersey 07512

Vice President: Louis Massood

Address: 70 Maltese Drive

Totowa, New Jersey 07512

Secretary: Louis Massood

Address: 70 Maltese Drive

Totowa, New Jersey 07512

Treasurer: Gary Weilheimer

Address: 1264 Jackson Lake Road

High Point, North Carolina 27261

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.

Gary Weilheimer for the company

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14.

Gary Weilheimer

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

ADDENDUM to application ..

12. A. .

Director: Joseph Massoud
Address: 70 Maltese Drive
Totowa, New Jersey 07512

B:

Assistant Secretary: Benjamin Keller
Address: 70 Maltese Drive
Totowa, New Jersey 07512

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

M G M TRANSPORT CORPORATION

*I, the Treasurer of the State of New Jersey,
do hereby certify that the above-named
New Jersey Domestic Profit Corporation was
registered by this office on March 20, 1953.*

*As of the date of this certificate, said business
continues as an active business in good standing
in the State of New Jersey, and its Annual Reports
are current.*

*I further certify that the registered agent and
registered office are:*

*Michael Massood
70 Maltese Dr
Totowa N J, NJ 07512*

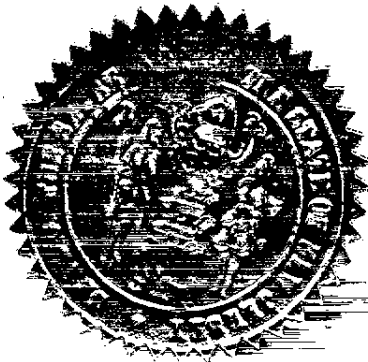
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STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

M G M TRANSPORT CORPORATION

IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
24th day of July, 1998



James A. DiEleuterio, Jr.

James A DiEleuterio, Jr.
Treasurer

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