

F98000006155

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Paradise Galleries, Inc.
(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:

Lamar Conerly, Jr.
(Name of Person)
Lamar Conerly, Jr., P.A.
(Firm/Company)
Post Office Box 175
(Address)
Destin, Florida 32540
(City/State/Zip)

100002479521-2
-04/06/98--01038--001
*****70.00 *****70.00

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

Lamar Conerly, Jr. at (850) 837-5118
(Name of Person) (Area Code & Daytime Telephone Number)

W98-7632

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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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV -5 PM 3:41

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 6, 1998

LAMAR CONERLY, JR.
LAMAR CONERLY, JR., P.A.
PO BOX 175
DESTIN, FL 32540

SUBJECT: PARADISE GALLERIES OF NEVADA, INC.
Ref. Number: W98000007632

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We have received your document for PARADISE GALLERIES OF NEVADA, 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 \$2315.00.

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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 698A00018185



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 11, 1998

LAMAR CONERLY, JR.
LAMAR CONERLY, JR., P.A.
PO BOX 175
DESTIN, FL 32540

SUBJECT: PARADISE GALLERIES OF NEVADA, INC.
Ref. Number: W98000007632

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This letter is in response to the application by foreign corporation for authorization to transact business in Florida that was previously submitted to this office for PARADISE GALLERIES OF NEVADA, INC..

The referenced application states that the corporation has transacted business in the State of Florida since November 1, 1996. You were notified by letter dated April 6, 1998, that because of failure to obtain a certificate of authority prior to transacting business in the State of Florida, the corporation is liable for \$2315.00 in appropriate fees and penalties as set forth in Section 607.1502(4), Florida Statutes, (copy enclosed).

Until a response is received by this office concerning the prior notification, the application by foreign corporation for authorization to transact business in Florida will not be processed. If erroneous information was reflected on the previously submitted application, a sworn affidavit may be filed stating the correct date the corporation first transacted business in Florida, that the corporation did not transact business in Florida prior to the application filing year and that the information entered on such application is incorrect. Any such affidavit will be included with your original qualification documents.

Please provide your response to this letter within 30 days to avoid the necessity of further action.

If you have further questions concerning the filing of your document, please telephone the Foreign Qualification/Tax Lien Section at (850) 487-6091.

Michael Mays
Document Specialist Letter No. 798A00032783

Enclosure



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 25, 1998

JAY SWEENEY
151 CALHOUN AVENUE #606
DESTIN, FL 32541

SUBJECT: PARADISE GALLERIES OF NEVADA, INC.
Ref. Number: W98000007632

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CERTIFIED MAIL #Z 311 649 507 RETURN RECEIPT REQUESTED

This letter constitutes notice that the Department of State (Department) intends to pursue all legal remedies provided in Sections 607.0130(3) and 607.1502(4), Florida Statutes, because of the failure of PARADISE GALLERIES OF NEVADA, INC. to pay the appropriate penalties and fees incurred by the transacting of business as a foreign corporation in Florida without authority. I have enclosed a copy of Sections 607.0130(3), 607.1501 and 607.1502, Florida Statutes, for your review.

The application submitted by PARADISE GALLERIES OF NEVADA, INC. for authority to transact business in Florida indicates that the corporation transacted business in Florida prior to qualifying. As a result, associated penalties and fees imposed by Section 607.1502(4), Florida Statutes, are due and owing the Department.

Penalties and fees in the amount of \$2315.00 are now due. To avoid further penalty, payment must be remitted within 45 days of receipt of this letter. Please make your check payable to the Department of State and forward it to this office.

In the event the date business was first transacted in Florida is incorrect or the activity falls under an enumerated exemption provided in Section 607.1501(2), Florida Statutes, please provide this office with an affidavit to that effect. If it is determined that the affidavit establishes either circumstance, all penalties and fees previously imposed will either be withdrawn or will be recalculated in accordance with the corrected information, and the application will be processed accordingly. If you have any questions regarding this matter, please telephone (904) 487-6091. I look forward to your response.

Sincerely,

Gerard T. York, Assistant General Counsel

Enclosures Letter No. 898A00043936



Department of State

Memorandum Office of the General Counsel

TO: File

FROM: Gerard York, Assistant General Counsel

DATE: October 20, 1998

RE: Paradise Galleries of Nevada, Inc.

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 \$2000 assessed at the statutory maximum of \$1000 per year. Accordingly, it is recommended that this file be closed.

/gty

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MINUTES OF SPECIAL MEETING
OF THE BOARD OF DIRECTORS
OF
PARADISE GALLERIES, INC.

The Board of Directors special meeting for the above captioned corporation, a corporation filed under the laws of Nevada, was held at the place, date, and time set forth in the Written Waiver of Notice. This notice, signed by all the directors, shall be appended to these minutes.

The President called the meeting and the registration of the company with the Secretary of State of the State of Florida, the object of the meeting, was presented to the meeting for discussion. Upon a motion made, and seconded it was unanimously

RESOLVED, that the corporation shall be, and hereby is, authorized to apply to the Secretary of State of the State of Florida for registration of the corporation to do business in the State of Florida.

FURTHER, RESOLVED, that the corporation shall be, and hereby is, authorized to use the name "Paradise Galleries of Nevada, Inc." as is corporate name for purposes of foreign registration in the State of Florida.

There being no further business to come before the meeting, upon motion duly made, seconded and carried, the same was adjourned.


JAY SWEENEY, Director

Approved:


JAY SWEENEY, President

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DIVISION OF CORPORATIONS

**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. Paradise Galleries, 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. Nevada 3. 59-3407481
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. September 12, 1996 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 51 East Highway 98
Destin, Florida 32541
(Current mailing address)

8. Operation of art galleries
(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)

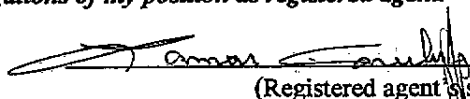
Name: Lamar Conerly, Jr.

Office Address: 1234 Airport Road, Suite 111

Destin, Florida, 32541
(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.


(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)

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Jay Sweeney

Address: 151 Calhoun Avenue #606

Destin, Florida 32541

Director: Ronald King

Address: 6822 Christa Palma Drive

Huntington Beach, California 92647

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

President: Jay Sweeney

Address: 151 Calhoun Avenue #606

Destin, Florida 32541

Vice President: _____

Address: _____

Secretary: Ronald King

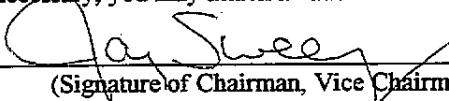
Address: 6822 Christa Palma Drive

Huntington Beach, California 92647

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. Jay Sweeney, President
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filing by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **PARADISE GALLERIES, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since September 12, 1996, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on February 27, 1998.



By

Secretary of State

Certification Clerk

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