

F99000000050

TRANSMITTAL LETTER

To: August 17, 1998
Qualification/Tax Lien Section
Division of Corporations

SUBJECT: J.T.A. Factors, Inc.

(Name of corporation - must include suffix)

Dear Sir or Madam:

200002619582--4
-08/19/98--01018--001
*****78.75 *****78.75

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:

Roy W. Cohn, Esquire (Name of Person) *W98-18962*
Gibbons, Smith, Cohn & Arnett, P.A. *P. 627*
P.O. Box 2177 (Firm/Company)
Tampa, FL 33601 (Address)
(City/State/Zip)

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

Roy W. Cohn at (813) 877-9222
(Name of Person) (Area Code & Daytime Telephone Number)

200002619582--4
-01/05/99--01017--001
***1915.00 ***1915.00

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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99 JAN -5 AM 9:44
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 19, 1998

ROY W. COHN, ESQUIRE
GIBBONS, SMITH, COHN & ARNETT, P.A.
PO BOX 2177
TAMPA, FL 33601

SUBJECT: J.T.A. FACTORS, INC.
Ref. Number: W98000018962

We have received your document for J.T.A. FACTORS, INC. and your check(s) totaling \$78.75. 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 \$7,115.00.

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) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 698A00043088



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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October 15, 1998

ROY W. COHN, ESQUIRE
GIBBONS, SMITH, COHN & ARNETT, P.A.
PO BOX 2177
TAMPA, FL 33601

SUBJECT: J.T.A. FACTORS, INC.
Ref. Number: W98000018962

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 J.T.A. FACTORS, INC..

The referenced application states that the corporation has transacted business in the State of Florida since December 31, 1992. You were notified by letter dated August 19, 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 \$7115.00 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.

Lee Rivers
Document Specialist Letter No. 098A00051154

Enclosure

GIBBONS, SMITH, COHN & ARNETT

A PROFESSIONAL ASSOCIATION

ATTORNEYS AND COUNSELLORS AT LAW

3321 HENDERSON BOULEVARD
TAMPA, FLORIDA 33609

MAILING ADDRESS:
P. O. BOX 2177
TAMPA, FLORIDA 33601

<http://www.gscalaw.com>

FAX (813) 877-9290
(813) 877-9222

October 28, 1998

Lee Rivers, Document Specialist
Foreign Qualification Section
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

Re: J.T.A. Factors, Inc.
Ref. No. W98000018962

Dear Mr. Rivers:

This is a follow-up to my prior telephone conversation with your office concerning our client, J.T.A. Factors, Inc. ("JTA"). On or about August 17, 1998, I filed an application with your office on behalf of JTA, a South Carolina corporation, for authority to transact business in the State of Florida. (Copy of application attached as Exhibit A). Paragraph 6 of the application states that JTA first transacted business in Florida on December 31, 1992. The correct date is actually January 1, 1993. On August 19, 1998 and October 15, 1998, you corresponded with my office, stating that JTA is subject to the payment of a civil penalty and fees for each year that JTA transacted business in Florida prior to qualification. The amount due to your office according to your correspondence is \$7,115.00. I respectfully request that the Florida Department of State waive the penalties and fees for the reasons set forth below.

Prior to 1993, a corporation existed known as J.T.A. Factoring, Inc. having FEI #57-0678505. Effective January 1, 1993, J.T.A. Factoring, Inc., a South Carolina corporation, sold its assets to JTA. Thereafter, JTA Factoring, Inc. ceased to do business anywhere, including the State of Florida. On April 5, 1993, an annual report was filed with the Secretary of State (copy attached as Exhibit B) wherein the name J.T.A. Factoring, Inc. was changed to J.T.A. Factors, Inc., the FEI # was changed and the Registered Agent was changed. From that date forward, annual reports were filed in the same fashion and the fees were paid by JTA. Our office was not aware that we were dealing with a new company and not

Division of Corporations
October 27, 1998
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merely a name change. Therefore, for the past five years, JTA has been filing annual reports and paying filing fees with the Florida Secretary of State, ostensibly for JTA. However, the Florida Department of State was accepting the filing and the fees on behalf of JTA Factoring, Inc., which ceased to be in business as of December 31, 1992. From 1993 to the present, all annual reports that should have been filed by JTA were filed and all of the fees that should have been paid by JTA were paid. However, as stated, the Florida Department of State treated the reports and fees as having been filed and paid on behalf of J.T.A. Factoring, Inc. rather than the property entity, J.T.A. Factors, Inc.

Please consider this correspondence as a request for the Florida Department of State to accept the application of J.T.A. Factors, Inc. for authority to transact business in Florida and for the Florida Department of State to waive all fees and penalties.

Thank you for your consideration of this matter. Please call me if you have any questions.

Sincerely,

A handwritten signature in black ink, appearing to read "Roy W. Cohn", with a long horizontal flourish extending to the right.

Roy W. Cohn

RWC/ms
attach.
11520.12226

cc: J.T.A. Factors, Inc.
Attn: Christina G. deBondt, Pres.

GIBBONS, SMITH, COHN & ARNETT

A PROFESSIONAL ASSOCIATION

ATTORNEYS AND COUNSELLORS AT LAW

3321 HENDERSON BOULEVARD
TAMPA, FLORIDA 33609

MAILING ADDRESS:
P. O. BOX 2177
TAMPA, FLORIDA 33601

FAX (813) 877-9290
(813) 877-9222

December 29, 1998

Gerard T. York, Esquire
Assistant General Counsel
Office of General Counsel
LL-10, The Capitol
Tallahassee, FL 32399-0250

Re: J.T.A. Factors, Inc.

Dear Mr. York:

J.T.A. Factors, Inc. accepts the offer of the Florida Department of State as set forth in your fax letter dated November 2, 1998. I am enclosing payment from J.T.A. Factors, Inc. in the amount of \$1,915.00 pursuant to the settlement. Also enclosed is an unsworn statement that J.T.A. Factors, Inc. did not transact business in Florida prior to January 1, 1993. Please advise whether the unsworn statement is sufficient. If not, I will arrange for a sworn affidavit to be signed and delivered to your office.

Please issue a certificate of authority for J.T.A. Factors, Inc. to transact business in the state of Florida and forward a copy of the certificate to my office. Thank you for your assistance in this matter.

Very truly yours,



Roy W. Cohn

RWC/msL
enclosures
11520.12226

cc: J.T.A. Factors, Inc.

RECEIVED
DEC 31 1998

Office of General Counsel
Department of State



J. T. A. FACTORS, INC.

To Whom It May Concern

J.T.A. Factors, Inc. did not transact business in Florida prior to January 1, 1993. The Company's date of incorporation was December 22, 1992.

Leonard F. Broderick
Secretary

RECEIVED

DEC 31 1996

Office of General Counsel
Department of State



Department of State

Memorandum Office of the General Counsel

TO: File

FROM: Gerard York, Assistant General Counsel

DATE: December 31, 1998

RE: J.T.A. Factors, 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 1993 of \$915.00 and foreign non-qualified penalties for the same period of \$ 1000.00 assessed in a lump sum and wishes to be qualified to do business in the State of Florida. Accordingly, it is recommended corporation be issued a certificate of authority.

/gty

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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. J.T.A. Factors, 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. South Carolina (State or country under the law of which it is incorporated)
3. 57-0966367 (FEI number, if applicable)

4. 12/22/92 (Date of incorporation)
5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. 12/31/92 (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. P.O. Box 6704
Greenville, SC 29606-6704
(Current mailing address)

8. All lawful activities for profit
(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: Roy W. Cohn
Office Address: 3321 Henderson Blvd.
Tampa, Florida, 33609
(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.

[Signature of Roy W. Cohn]
(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.

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TALLAHASSEE FLORIDA

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: Ken Hitzig

Address: 97 Glengowan Road, Toronto, Ontario M4B 1G5 Canada

Vice Chairman:

Address:

Director: Christina deBondt

Address: 6 Tranquil Ave., Greenville, SC 29615 USA

Director: see attached list

Address:

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

President: Christina deBondt

Address: 6 Tranquil Ave.
Greenville, SC 29615 USA

Vice President: James A. Seale

Address: 2335-B Tall Sail Drive
Charleston, SC 29414-6568 USA

Secretary: Leonard F. Broderick


Address: 103 Trent Ct.
Easley, SC 29642 USA

Treasurer: Leonard F. Broderick

Address: 103 Trent Ct.
Easley, SC 29642

See attached list

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. CHRISTINA DEBONDT PRESIDENT
(Typed or printed name and capacity of person signing application)

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99 JAN -5 AM 9:44
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TALLAHASSEE FLORIDA

Attachment to Application by Foreign Corporation (J.T.A. Factors, Inc.)

12 A. Additional Directors

Austin C. Beutel
33 Gardiner Road,
Toronto, Ontario M5P 3A6 Canada

Robert Beutel
164 Keewatin Ave.
Toronto, Ontario M4P 1Z8 Canada

Mark Perna
57 Normandy Crescent
Richmond Hill, Ontario L4C 8L9 Canada

12 B. Additional Officers

Mark Perna, Assistant Secretary
57 Normandy Crescent
Richmond Hill, Ontario L4C 8L9 Canada

Fred Fishman, Assistant Treasurer
307 Glenayr Road
Toronto, Ontario M5P 3C6 Canada

James R. Welborn, Credit Manager
2101 Cheddar Rd.
Belton, SC 29627

99 JAN -5 AM 9:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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The State of South Carolina



Office of Secretary of State Jim Miles Certificate of Existence

I, Jim Miles, Secretary of State of South Carolina Hereby certify that:

J.T.A. FACTORS, INC.,

a corporation duly organized under the laws of the State of South Carolina on **December 22nd, 1992**, and having a perpetual duration unless otherwise indicated below, has as of the date hereof filed all reports due this office, paid all fees, taxes and penalties owed to the Secretary of State, that the Secretary of State has not mailed notice to the Corporation that it is subject to being dissolved by administrative action pursuant to Section 33-14-210 of the South Carolina Code, and that the corporation has not filed articles of dissolution as of the date hereof.

Given under my Hand and the Great Seal of the State of South Carolina this 7th day of August, 1998.

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99 JAN -5 AM 9:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA

A handwritten signature in cursive script that reads "Jim Miles".

Jim Miles, Secretary of State

*Note: This certificate does not constitute any representation concerning fees or taxes owed by the Corporation to the South Carolina Tax Commission or whether the Corporation has filed the annual report with the Tax Commission. If it is important to know whether the Corporation has paid all taxes due to the State of South Carolina, and has filed the annual reports, a certificate of compliance must be obtained from the Tax Commission.