

F99000001091

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Bundy American Corporation
(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: 800002775758--4

Mitra Ghahramanlou

(Name of Person)

Bundy American Corporation

(Firm/Company)

11460 Cronridge Drive, Suite 120

(Address)

Owings Mills MD 21117-2264

(City/State/Zip)

-02/15/99-01121-012

***535.00 ***70.00

(*)

W99-3805

800002775758--4

-02/26/99-01037-001

***1500.00 ***1500.00

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

Mitra Ghahramanlou

(Name of Person)

at (410) 581-5755

(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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 26 AM 10:23

2/26

\$70 filing fee
\$465 toward penalty

1996 - \$500
1997 - \$500 + \$165
1998 - \$500 + \$150
1999 + \$150
\$1500 + \$465 = \$1965

\$1500
+ \$465
\$1965



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 15, 1999

MITRA GHABRAMANLOU
BUNDY AMERICAN CORPORATION
11460 CRONRIDGE DR., STE. 120
OWINGS MILLS, MD 21117-2264

SUBJECT: BUNDY AMERICAN CORPORATION
Ref. Number: W99000003805

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We have received your document for BUNDY AMERICAN CORPORATION and your check(s) totaling \$535.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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 \$3465.00.

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) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 399A00006719

RECEIVED

FEB 23 99

Office of General Counsel
Department of State

BUNDY AMERICAN CORPORATION

11460 CRONRIDGE DRIVE #118

OWINGS MILLS, MD 21117

RECEIVED

PM 12:33

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 2, 1999

PERSONAL AND CONFIDENTIAL

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 26 AM 10:23

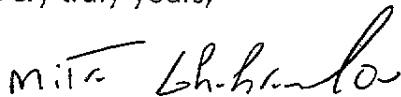
Dear Sir or Madam:

Enclosed is the application for our corporation to register as a foreign corporation to transact business in Florida. Also enclosed is a check in the amount of \$535 which represents the \$70 filing fee and annual report fees of \$165 for 1997 and \$150 for 1998 and 1999.

We respectfully request abatement of the civil penalties associated with conducting business in Florida without a certificate of authority. The corporation was unaware of the registration requirement and has been in compliance with all income tax filings and intangible tax filing requirements. Our intent has always been, and continues to be, to comply with the Florida statute.

Your cooperation is greatly appreciated.

Very truly yours,



Mitra Ghahramanlou

MG/pwj/6695
Enclosure



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
OFFICE OF THE GENERAL COUNSEL

F A C S I M I L E T R A N S M I T T A L

TO FAX NUMBER: (410)-581-1566

Please deliver the following pages to:

NAME: Mitra Ghahramanlou

COMPANY: Bundy American Corporation

CITY/STATE: Owings Mills, Maryland

SENDER: Gerard T. York, Esq.,
Assistant General Counsel

DATE/TIME: 02/23/99 3:46 PM

NUMBER OF PAGES (including transmittal sheet):2

FROM FAX: 850/922-5763 (Suncom 292-5763)

COMMENTS: This communication is in response to your recent letter to the Division of Corporations and our subsequent conversation regarding annual report fees and statutory penalties assessed against Bundy American Corporation under section 607.1502(4), Florida Statutes.

To avoid litigation, we would offer to settle the issue of foreign non-qualified penalties from Bundy American Corporation for the sum of \$1500, reflecting penalties from 1996 of \$1500 assessed at the statutory minimum of \$500 per year.

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*Kristen King
accepts*

Upon receipt of a check in that amount payable to the Department of State, Division of Corporations, I will instruct the Division of Corporations to issue Bundy American Corporation a Certificate of Authority to transact business in Florida. Please mail the check to this attorney at: Office of General Counsel, LL-10, The Capitol, Tallahassee, Florida 32399-0250.

Please do not hesitate to contact me should you have any questions.

If there are any problems in receiving this transmission, call Vivian at 850/414-5536 or Suncom 994-5536.

LL-10 • THE CAPITOL • TALLAHASSEE, FLORIDA 32399-0250

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DIVISION OF CORPORATIONS
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
OFFICE OF THE GENERAL COUNSEL

FACSIMILE TRANSMITTAL

TO FAX NUMBER: (410)-581-1566

Please deliver the following pages to:

NAME: Mitra Ghahramanlou

COMPANY: Bundy American Corporation

CITY/STATE: Owings Mills, Maryland

SENDER: Gerard T. York, Esq.,
Assistant General Counsel

DATE/TIME: 02/25/99 11:18 AM

NUMBER OF PAGES (including transmittal sheet):2

FROM FAX: 850/922-5763 (Suncom 292-5763)

COMMENTS: I acknowledge receipt of your check for \$1500 settling the issue of foreign non-qualified penalties from Bundy American Corporation for the sum of \$1500. Thank you!

As we have discussed, an annual report fee of \$150 for 1999 remains due. A check in that amount payable to the Department of State, Division of Corporations, can be mailed to Jennifer Sindt, Division of Corporations, Post Office Box 6327, Tallahassee, Florida 32314.

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Please do not hesitate to contact me should you have any questions or if we can assist on any other matters.

If there are any problems in receiving this transmission, call Vivian at 850/414-5536 or Suncom 994-5536.

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DIVISION OF CORPORATIONS
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Department of State

Memorandum Office of the General Counsel

TO: File

FROM: Gerard York, Assistant General Counsel

DATE: February 25, 1999

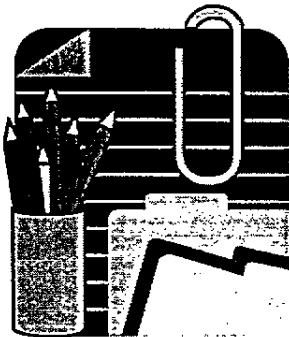
RE: Bundy American Corporation

\$465

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 1996 of \$365 and foreign non-qualified penalties for the same period of \$ 1500.00 assessed in a lump sum and wishes to be qualified to do business in the State of Florida. Accordingly, it is recommended that corporation be issued a certificate of authority.

/gtv

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**FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS**

FAX COVER SHEET

99 FEB 26 AM 10:23

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DIVISION OF CORPORATIONS

DELIVER TO: Mitra Ghahramanlou FAX #: (410) 581-1566

FIRM: BUNDY AMERICAN CORPORATION

FROM: Jennifer Sindt PHONE #: (850) 487-6095

DATE: 2/26/99 TIME: 10:00

NUMBER OF PAGES: 1 FAX #: (850) 487-6975

NOTES: Please disregard the last fax from Gerry York. You have
submitted \$1965.00, which is the statutory minimum penalty amount
due your corporation. We apologize for the error in calculation.
If you have any questions please call me at the number above.
Thank You.

Mailing Address:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Courier Address:
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

www.sunbiz.org

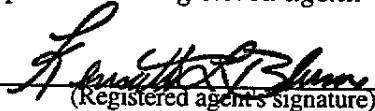
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

**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. Bundy American 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. Maryland 3. 52-2039501
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 3/29/96 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 3/29/96
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 11460 Cronridge Drive, Suite 120
Owings Mills, MD 21117
(Current mailing address)
8. Franchisor
(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: Kenneth Blum Sr
Office Address: 17133 Erica Rose Ct
Boca Raton, Florida, 33496
(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.

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DIVISION OF CORPORATIONS
99 FEB 26 AM 10:23

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: Kenneth Blum Jr

Address: 17133 Erica Rose Ct
Boca Raton, FL 33496

Vice Chairman: William Richter

Address: 11460 Cronridge Dr. Suite 120
Owings Mills MD 21117

Director: Kenneth Blum Jr

Address: 11460 Cronridge Dr Suite 120
Owings Mills MD 21117

Director: Alan Aufzien

Address: 11460 Cronridge Dr Suite 120
Owings Mills MD 21117

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

President: Kenneth Blum Jr

Address: 11460 Cronridge Dr Suite 120
Owings Mills MD 21117

Vice President: Lori Shaffron

Address: 11460 Cronridge Drive Suite 120
Owings Mills MD

Secretary: Kenneth Blum Jr

Address: 11460 Cronridge Drive Suite 120
Owings Mills MD 21117

^{CAO}
Treasurer: Mitra Ghahramanlou

Address: 11460 Cronridge Drive Suite 120
Owings Mills, MD 21117

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

13. Mitra Ghahramanlou

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

14. MITRA GHAHRAMANLOU

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

99 FEB 26 AM 10:23

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

STATE OF MARYLAND

698984

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

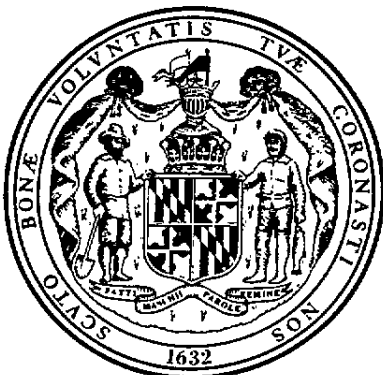
301 West Preston Street Baltimore, Maryland 21201

I, RITA WINSTON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE, RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATE CHARTERS, OR THE RIGHT OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT ACCORDING TO THE RECORDS OF THIS DEPARTMENT BUNDY AMERICAN CORPORATION FILED ARTICLES OF INCORPORATION WHICH WERE RECEIVED AND APPROVED FOR RECORD BY THIS DEPARTMENT ON MARCH 29, 1996.

I FURTHER CERTIFY THAT BUNDY AMERICAN CORPORATION IS IN GOOD STANDING WITH THIS DEPARTMENT AT THE TIME OF THIS CERTIFICATE.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 26 AM 10:23



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE THIS 27TH DAY OF JANUARY, 1999.

Rita Winston
RITA WINSTON
CHARTER DIVISION