

F990000001121

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: OLIVER AMERICA INTERNATIONAL INC.

(Name of corporation - must include suffix)

Dear Sir or Madam:

900002765799--9

-02/05/99--01047--005

*****70.00 *****70.00

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:

Charles E. Lynch, Jr.

(Name of Person)

Keziah, Gates & Samet, L.L.P.

(Firm/Company)

Post Office Box 2608

(Address)

High Point, NC 27261

(City/State/Zip)

900002765799--9

-02/26/99--01105--001

***1965.00 ***1965.00

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

Charles E. Lynch, Jr.

(Name of Person)

at (336) 889-6900

(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

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 26 PM 3:02

2/26

S. PERRY KEZIAH
GILBERT L. GATES
JAN H. SAMET
CHARLES E. LYNCH, JR.
MAURICE S. S. HULL
ANDREW S. LASINE
STEVEN H. BOULDIN

KEZIAH, GATES & SAMET, L.L.P.
ATTORNEYS AT LAW
POST OFFICE BOX 2608
HIGH POINT, NORTH CAROLINA 27261-2608

400 HIGH POINT BANK BUILDING
300 NORTH MAIN STREET

(336) 889-6900

TELECOPIER: (336) 889-7055

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99 FEB 26 PM 3:02

February 1, 1999

Florida Department of State
Qualification/Tax Lien Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Oliver America International, Inc.

Dear Sir or Madam:

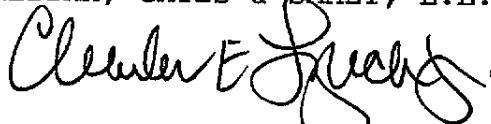
Please find enclosed the transmittal letter and completed application for Oliver America International, Inc. to transact business in Florida. We also enclose our check in the amount of \$70.00 as payment of the registration fee. Finally, we enclose a Certificate of Existence from the Secretary of State of North Carolina for this corporation.

Please send a letter of acknowledgement to the undersigned.

In reviewing the instructions furnished by your office, we note that there may be a civil penalty in connection with this filing as our client began doing business prior to the date of this application. We ask that this penalty be waived in this instance as our client was not familiar with the requirement that it register when it relocated. This corporation has only one employee who relocated from North Carolina to Florida and that is the reason for this registration.

Yours very truly,

KEZIAH, GATES & SAMET, L.L.P.



Charles E. Lynch, Jr.

CELjr/jc

Enclosures

cc: Ms. Linda Savini



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 8, 1999

CHARLES E. LYNCH, JR.
KEZIAH, GATES & SAMET, L.L.P.
P.O. BOX 2608
HIGH POINT, NC 27261

SUBJECT: OLIVER AMERICA INTERNATIONAL INC.
Ref. Number: W99000003085

RECEIVED

FEB 10 '99

Office of General Counsel
Department of State

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DIVISION OF CORPORATIONS

We have received your document for OLIVER AMERICA INTERNATIONAL 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 \$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.

Per your request concerning the penalty fee, your application is being forwarded to the general counsel of this office. You will be contacted once your file has been reviewed.

If you have any questions concerning the filing of your document, please call (850) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 499A00005412



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

FACSIMILE TRANSMITTAL

TO FAX NUMBER: (336) 889-7055

Please deliver the following pages to:

NAME: Charles Lynch, Jr.,

COMPANY: Keziah, Gates & Samet, LLP

CITY/STATE: High Point, North Carolina

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

DATE/TIME: 02/10/99 3:01 PM

NUMBER OF PAGES (including transmittal sheet): 2

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

COMMENTS: This communication is subsequent to our recent conversation regarding annual report fees and statutory penalties assessed against Oliver America International, Inc., under section 607.1502(4), Florida Statutes.

We would offer to settle the issue of annual report fees and foreign non-qualified penalties for the sum of \$1965, reflecting annual report fees from 1996 of \$465 and penalties from 1996 of \$1500 assessed at the statutory minimum of \$500 per year.

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 Oliver America

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International, Inc., 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

S. PERRY KEZIAH
GILBERT L. GATES
JAN H. SAMET
CHARLES E. LYNCH, JR.
MAURICE S. S. HULL
ANDREW S. LASINE
STEVEN H. BOULDIN

KEZIAH, GATES & SAMET, L.L.P.
ATTORNEYS AT LAW
POST OFFICE BOX 2608
HIGH POINT, NORTH CAROLINA 27261-2608
400 HIGH POINT BANK BUILDING
300 NORTH MAIN STREET

February 23, 1999

RECEIVED
99 FEB 25 PM 2:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
(336) 889-8900
TELECOPIER: (336) 889-7055

Gerard T. York, Esq.
Assistant General Counsel
Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 26 PM 3:02

Re: Oliver America International, Inc.

Dear Jerry:

In connection with the application for Authority for Oliver America International, Inc., I am enclosing our client's check in the amount of \$1,965.00 pursuant to your letter, a copy of which is attached.

Please have the certificate of authority sent to me when the same is issued.

Thank you for your help in this matter.

Yours very truly,

KEZIAH, GATES & SAMET, L.L.P.



Charles E. Lynch, Jr.

CELjr/sa

Enclosure

cc: Ms. Linda Savini



Department of State

Memorandum Office of the General Counsel

TO: File

FROM: Gerard York, Assistant General Counsel

DATE: February 25, 1999

RE: Oliver America International, Inc.

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DIVISION OF CORPORATIONS
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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 \$465.00 and foreign non-qualified penalties for the same period of \$ 1500.00 assessed at the statutory minimum of \$ 500.00 per year 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

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. OLIVER AMERICA INTERNATIONAL 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. North Carolina

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

3. 56-1889756

(FEI number, if applicable)

4. September 14, 1994

(Date of Incorporation)

5. Perpetual

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

6. May 1, 1996

(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. Post Office Box 6192, Delray Beach, Florida 33482-6192

(Current mailing address)

8. Purchase furniture for export

(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: LINDA SAVINI

Office Address: 15072 ASHLAND PLACE #134D

DELRAY BEACH, Florida, 33484

(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.

Linda Savini

(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
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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: Hiromi Okawa

Address: Suite 400, High Point Bank Bldg., 300 North Main St. High Point, NC 27260

Vice Chairman: Shuichi Murakami

Director

Address: Suite 400, High Point Bank Bldg., 300 North Main Street

High Point, NC 27260

Director: Shinichi Kume

Address: Suite 400, High Point Bank Bldg., 300 North Main Street

High Point, NC 27260

Director: _____

Address: _____

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

President: Hiromi Okawa

Address: Suite 400, High Point Bank Bldg., 300 North Main Street

High Point, NC 27260

Vice President: Kazumasa Matsuo

Address: Suite 400, High Point Bank Bldg., 300 North Main Street

High Point, NC 27260

Secretary: Charles E. Lynch, Jr.

Address: Suite 400, High Point Bank Bldg., 300 North Main Street

High Point, NC 27260

Treasurer: Kiyoshi Ozaki

Address: Suite 400, High Point Bank Bldg., 300 North Main Street

High Point, NC 27260

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. Kazumasa Matsuo, Vice President

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

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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STATE OF NORTH CAROLINA



Department of The
Secretary of State

CERTIFICATE OF EXISTENCE

I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify that

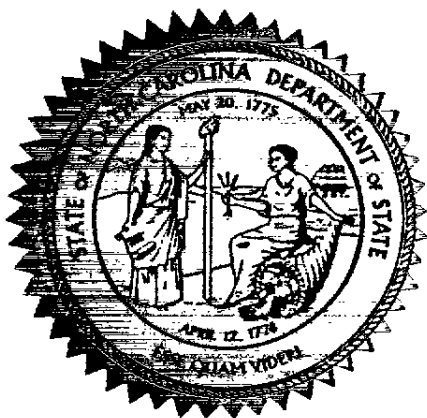
OLIVER AMERICA INTERNATIONAL INC.

is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 15th day of September, 1994, with its period of duration being perpetual.

I **FURTHER** certify that the said corporation's articles of incorporation are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation is not administratively dissolved for failure to comply with the provisions of the North Carolina Business Corporation Act; that its most recent annual report required by G.S. 55-16-22 **has been** delivered to the Secretary of State; and that the said corporation has not filed articles of dissolution as of the date of this certificate.

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IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 21st day of January, 1999.



Elaine F. Marshall

Secretary of State