

F99000001183

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Chemical Services Company
(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:

Brian Branch
(Name of Person)

400002720584--4
-12/23/98--01043--002
*****70.00 *****70.00

Chemical Services Company
(Firm/Company)

400002720584--4
-03/02/99--01073--001
*****800.00 *****800.00

1077 Dell Ave, Suite A
(Address)

Campbell, Ca 95008
(City/State/Zip)

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

Brent Simmons at (408) 871-1300
(Name of Person) (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



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 28, 1998

**BRIAN BRANCH
CHEMICAL SERVICES COMPANY
1077 DELL AVE., STE. A
CAMPBELL, CA 95008**

SUBJECT: CHEMICAL SERVICES COMPANY
Ref. Number: W98000028869

We have received your document for CHEMICAL SERVICES COMPANY and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The entity's period of duration must be listed on the application. Please insert the word "perpetual", if a specific date of dissolution or term of existence has not been specified.

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

A brief description of the entity's nature of business must be included in the document.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Based upon information provided by the Florida Department of Revenue, pursuant to section 213.053(14), Florida Statutes, it appears that CHEMICAL SERVICES COMPANY has transacted business in Florida prior to submitting an "Application for Authority to Transact Business in Florida". The information received from the Florida Department of Revenue indicates January 1, 1997, as the initial date of transacting business in the State of Florida. Please contact this

office concerning the date first transacted business in Florida.

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 \$1150.00.

If it is determined that the corporation's previous activities in Florida that warranted compliance with Florida's revenue laws did not constitute the transaction of business within the meaning of s. 607.1501, F.S., please provide a sworn affidavit to that effect.

CLORTEC

RECEIVED

FEB 28 11

On-Site Generation

February 19, 1999

Office of General Counsel
Department of State

Qualifications/Tax Lien Section
Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314
(850) 487-6091

To Whom It May Concern:

We are writing to you in regards to the penalties being assessed for failure to register to do business in Florida. In 1997, when Chemical Services Company started to do business in Florida, the paperwork was being gathered to send to you in order to register. Unfortunately, in 1997 Chemical Services Company was in the process of a corporate reorganization and the office manager resigned leaving no one to oversee the ordinary business activities on a daily basis. In addition, Chemical Services Company relocated its office in June 1997. We believed that all the paperwork was in process at your office and were not aware that there was missing information.

Chemical Services Company has been filing the required franchise tax returns on a timely basis and have made efforts to resolve the missing information in order to complete the registration to do business in Florida in good faith. Based on the above facts and circumstances, Chemical Services Company respectfully requests a waiver of the penalties.

Chemical Services Company is still waiting for the certificate of good standing from the State of California. We will forward it to you as soon as we receive it.

Please find attached our application for Chemical Services Company to do business as ClorTec in the State of Florida.

If you have any questions regarding this matter, please contact me at (800) 524-6542.

Sincerely,

Brent Simmons/Ronnie McHenry

Brent Simmons
Vice President



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: (408) 871-1314

Please deliver the following pages to:

NAME: Brent Simmons

COMPANY: Chemical Services Company

CITY/STATE: Campbell, California

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

DATE/TIME: 02/23/99 11:53 AM

NUMBER OF PAGES (including transmittal sheet):2

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

COMMENTS: This communication is in response to your letter of February 19, 1999 and our conversation today regarding annual report fees and foreign non-qualified penalties assessed against Chemical Services Company under section 607.1502(4), Florida Statutes.

To avoid litigation on this matter we would offer to settle the issue of foreign non-qualified penalties and annual report fees due from Chemical Services Company for the sum of \$800.00, reflecting annual report fees from 1997 in the amount of \$300.00, and penalties for the same period of \$500.00 assessed in a lump sum.

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 Chemical Services Company 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



Department of State

Memorandum Office of the General Counsel

TO: File

FROM: Gerard York, Assistant General Counsel

DATE: March 1, 1999

RE: Chemical Services Company

Based on my review of the file, and the payments and documentation received from the corporation, it is my recommendation that this file be closed. Corporation has paid outstanding report fees from 1997 of \$300.00 and foreign non-qualified penalties of \$500 assessed in a lump sum. 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

**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. Chemical Services Company DBA: Clor-Tec
(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. California 3. 77-0218950
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. May 1, 1989 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. _____

1077 Dell Ave, Suite A Campbell, Ca 95008
(Current mailing address)

8. Water treatment equipment
(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: Brian Branch

Office Address: 2613 Burnt Fork Drive
Clearwater, Florida, 34621
(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.

Brian Branch
(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)

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

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Gunnar Thordarson

Address: 1077 Dell Ave, Suite A
Campbell, Ca 95008

Vice President: Brent Simmons

Address: 1077 Dell Ave, Suite A
Campbell, Ca 95008


Secretary: N/A

Address: _____

Treasurer: N/A

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. BRENT SIMMONS V.P.
(Typed or printed name and capacity of person signing application)

State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That on the 14th day of February, 19 89,

CHEMICAL SERVICES COMPANY

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

February 18, 1999



Bill Jones

Secretary of State