

F 99000002196

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: ALLIANZ RISK CONSULTANTS, 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:

PAUL D. KADUK

(Name of Person)

ALLIANZ RISK CONSULTANTS, INC.

(Firm/Company)

3400 RIVERSIDE DRIVE

(Address)

BURBANK, CALIFORNIA 91505-4669

(City/State/Zip)

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-02/18/99-01045-002

*****00 *****70.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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Should you need to call someone concerning this matter, please call:

PAUL D. KADUK

(Name of Person)

at (818) 972-8510

(Area Code & Daytime Telephone Number)

W99-4282
Pg 680

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

Ad 4/28/99



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 19, 1999

PAUL D. KADUK
3400 RIVERSIDE DRIVE
BURBANK, CA 91505-4669

SUBJECT: ALLIANZ RISK CONSULTANTS, INC.
Ref. Number: W99000004282

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for ALLIANZ RISK CONSULTANTS, 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:

Based upon information provided by the Florida Department of Revenue, pursuant to section 213.053(14), Florida Statutes, it appears that ALLIANZ RISK CONSULTANTS, INC. 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, 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 \$4665.00.

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.

If you have any questions concerning the filing of your document, please call (850) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 299A00007720

Allianz Risk Consultants, Inc.

April 21, 1999

Allianz 

3400 Riverside Drive, Suite 300
Burbank, California 91505-4669
Telephone: (818) 972-8212
FAX: (818) 972-8273

Florida Department of State
Attention: Agnes Lunt, Document Specialist
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

Re: Allianz Risk Consultants, Inc.
Ref. # W99000004282
Letter # 299A00007720 (Feb. 19, 1999)

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TALLAHASSEE, FLORIDA

Dear Ms. Lunt:

In response to the above referenced letter, attached is an affidavit dated April 21, 1999, and executed by the undersigned setting forth the facts regarding the contacts of Allianz Risk Consultants, Inc. ("ARC") with the State of Florida from 1995 through 1998.

Based on such facts, we believe that ARC's contacts from 1995 through 1998 with the State of Florida do not constitute transacting business within the meaning of s.607.1501, F.S. Specifically, we believe that ARC's contacts fall within the following exceptions of s.607.1501, F.S.:

Subsection (2)

- Paragraph (e): All activities are conducted by independent contractors.
Note – It is our belief that the arms-length contractual arrangement between ARC and Allianz Insurance Company fall within the meaning of this paragraph.
- Paragraph (f): All work orders are obtained through agents and require acceptance outside Florida before they become contracts.

Notwithstanding the fact that we have chosen to seek authority for ARC to transact business in 1999, we believe that ARC was not required to seek such authority in the prior years.

Accordingly, we request that the demand for annual report fees and penalties for the prior years be withdrawn.

We appreciate your consideration of ARC's factual situation. If you have any questions on the points that we have raised, please contact me at 818-972-8510.

Respectfully submitted,



Paul D. Kaduk
Secretary/Treasurer

RW:PDK:kc

Affidavit

The undersigned, Paul D. Kaduk, being of legal age and duly sworn, states as follows:

1. I am Secretary and Treasurer of Allianz Risk Consultants, Inc. ("ARC") and I have first-hand knowledge of the facts set forth herein.
2. ARC was incorporated on January 4, 1995, in the state of California.
3. ARC's sole business activity is to conduct risk analysis on behalf of insurance companies for purpose of underwriting insurance policies.
4. ARC did not obtain a certificate of authority to transact business from the Florida Department of State in 1995, 1996, 1997 and 1998.
5. ARC had clients located in the state of Florida in 1995, 1996, 1997, and 1998.
6. ARC does not have employees. All contacts and activities with clients in the State of Florida in 1995 through 1998 were made by contractors.
7. With respect to the services provided, ARC contracts, on an arms-length basis, with its parent company Allianz Insurance Company ("AIC"), which is authorized to transact business in Florida and is subject to tax in the State. Under the contract, all contacts and activities with Florida clients are performed by employees of AIC.
8. ARC does not actively solicit business within Florida and that all revenues derived from Florida-based clients are generated from referrals.
9. All of ARC's work orders are obtained through agents and require acceptance outside Florida before they become contracts.

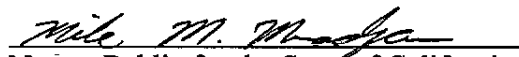
Dated April 21, 1999.


Paul D. Kaduk

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sworn and subscribed to before me this 21st day of April, 1999.




Notary Public for the State of California
Residing at Los Angeles, CA
My commission expires: 1-21-2000

**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. ALLIANZ RISK CONSULTANTS, 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. CALIFORNIA
(State or country under the law of which it is incorporated)
3. 95-4519757
(FEI number, if applicable)
4. JANUARY 6, 1995
(Date of Incorporation)
5. N/A
(Duration: Year corp. will cease to exist or "perpetual")
6. FEBRUARY 8, 1996
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. _____
3400 RIVERSIDE DRIVE, SUITE 300, BURBANK, CALIFORNIA 91505-4669
(Current mailing address)
8. RISK CONSULTING SERVICES
(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: CT CORPORATION SYSTEM

Office Address: 1200 S. PINE ISLAND ROAD

PLANTATION, Florida, 33324
(Zip Code)

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TALLAHASSEE, FLORIDA

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.

D. I. Farber

(Registered agent's signature)

D. I. Farber, Assistant Secretary

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: DR. WOLFGANG SCHLINK
Address: 3400 RIVERSIDE DRIVE, SUITE 300
BURBANK, CALIFORNIA 91505-4669
DIRECTOR
Vice Chairman: PAUL D. KADUK
Address: 3400 RIVERSIDE DRIVE, SUITE 300
BURBANK, CALIFORNIA 91505-4669
Director: BENJAMIN POLANSKI
Address: 103 CARNEGIE CENTER
PRINCETON, NEW JERSEY 08540
Director: TREVOR E. CARE
Address: 3400 RIVERSIDE DRIVE, SUITE 300
BURBANK, CALIFORNIA 91505-4669

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

President: BENJAMIN POLANSKI
Address: 103 CARNEGIE CENTER
PRINCETON, NEW JERSEY 08540
Vice President: PAUL D. KADUK
Address: 3400 RIVERSIDE DRIVE, SUITE 300
BURBANK, CALIFORNIA 91505-4669
Secretary: PAUL D. KADUK
Address: 3400 RIVERSIDE DRIVE, SUITE 300
BURBANK, CALIFORNIA 91505-4669
Treasurer: PAUL D. KADUK
Address: 3400 RIVERSIDE DRIVE, SUITE 300
BURBANK, CALIFORNIA 91505-4669

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. PAUL D. KADUK
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of California



SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

That on the 4TH day of JANUARY, 19 95,

ALLIANZ RISK CONSULTANTS, INC.

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

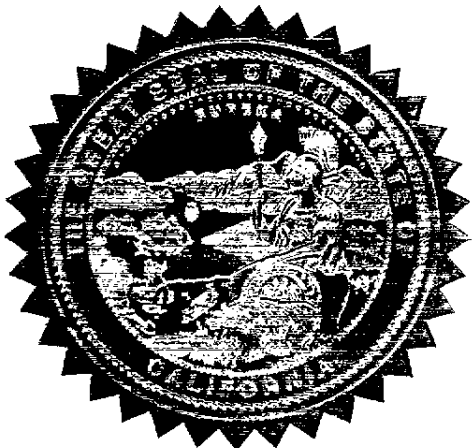
That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

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

8TH OF FEBRUARY, 1999



Bill Jones

Secretary of State