

F 9900000 3496

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: GST Corp.
(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:

W99-3146

Gary Millard
(Name of Person)

GST Corp
(Firm/Company)

2620 Thousand Oaks Blvd Suite 3420
(Address)

Memphis, TN 38118
(City/State/Zip)

800002767688--3
-07/08/99--01006--002
***7096.26 ***7096.26

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

800002767688--3
-02/08/99--01104--002
*****70.00 *****70.00

Gary Millard at (901) 541-3535
(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

send P/C
when filed

13 pgs

W 7/8

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUL -8 AM 8:33

FILED

Conflict
533273



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 11, 1998

GST CORPORATION
2620 THOUSAND OAKS BLVD STE 3420
MEMPHIS, TN 38118-2458

FEI #: 62-0869915

To Whom It May Concern:

Based upon a comparison of data provided by the Florida Department of Revenue, pursuant to section 213.053(14), Florida Statutes, with our database of foreign corporations which have registered with the Florida Department of State, Division of Corporations, it appears that this corporation may be transacting business in Florida without authority to do so as required by section 607.1501, Florida Statutes. The data received from the Florida Department of Revenue indicates that this entity is currently registered as obligated to file a corporation income tax return with the State of Florida.

Since the corporation conducts sufficient business activities in Florida to warrant its compliance with Florida's revenue laws, despite not having valid authority from the Department of State to transact business, it is incumbent upon the corporation to determine whether and how Florida's law regarding foreign corporations applies to its present situation. For your convenience, you will find enclosed a copy of sections 607.1501 through 607.1532, Florida Statutes.

THE DIVISION OF CORPORATIONS RECOMMENDS THAT CORPORATE DOCUMENTS BE REVIEWED BY YOUR LEGAL COUNSEL. THE DIVISION IS A FILING AGENCY AND AS SUCH DOES NOT RENDER ANY LEGAL, ACCOUNTING, OR TAX ADVICE. THE PROFESSIONAL ADVICE OF YOUR LEGAL COUNSEL TO ASCERTAIN EXACT COMPLIANCE WITH ALL STATUTORY REQUIREMENTS IS STRONGLY RECOMMENDED.

Please complete and submit either the enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida" or, if the corporation is not required to receive authority to transact business in Florida, the "Statement Concerning Authority to Transact Business in Florida by a Foreign Corporation". Return the appropriate form to this office within sixty (60) days to avoid the necessity of further action. If you have any questions regarding this matter, please call (850) 487-6091, or write the Foreign Qualification and Tax Lien Section, P.O.Box 6327, Tallahassee, Florida 32314.

Division of Corporations

Enclosures



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 9, 1999

GARY MILLARD
GST CORP.
2620 THOUSAND OAKS BLVD., STE. 3420
MEMPHIS, TN 38118

SUBJECT: GST CORP.
Ref. Number: W99000003146

We have received your document for GST CORP. 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 name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Based upon information provided by the Florida Department of Revenue, pursuant to section 213.053(14), Florida Statutes, it appears that GST CORP. 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, 1988, 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 \$12,596.25.

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) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 199A00005503



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 8, 1999

GARY MILLARD
GST CORP.
2620 THOUSAND OAKS BLVD., STE. 3420
MEMPHIS, TN 38118

SUBJECT: GST CORP.
Ref. Number: W99000003146

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 GST CORP..

This office received information provided by the Florida Department of Revenue, pursuant to section 213.053(14), Florida Statutes, which indicates that the corporation has transacted business in the State of Florida since January 1, 1988. You were notified by letter dated February 9, 1999, that because of failure to obtain a certificate of authority prior to transacting business in the State of Florida, the corporation is liable for \$12596.25 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) 487-6051.

Gretchen Harvey
Document Specialist Supervisor Letter No. 199A00030859

Enclosure



2620 Thousand Oaks Blvd.
Suite 3420
Memphis, TN 38118
901-794-2225

June 24, 1999

Ms. Gretchen Harvey, Document Specialist Supervisor
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Your letter of June 8, 1999 with regard to GST Corporation
Reference number W99000003146

Dear Ms. Harvey:

Please be advised that I am Corporate Counsel to GST Corporation, and in that capacity I respond to your letter of June 8, 1999, addressed to Gary Millard (Controller) of GST Corporation. Consistent with our telephone conversation of this date, my research of this matter reveals that apparently the original owners of GST Corporation (previously Greater South Traffic Service, Inc.,) did not acquire Certificate of Authority at the time GST began to do business in Florida.

Subsequently, on October 4, 1988, GST Corporation was sold to NYK of North America. As a part of that transaction representations were made which caused the current owners of GST to believe that GST was properly authorized to do business in the State of Florida. Thereafter, GST Corporation has filed all appropriate state tax returns and paid all required taxes.

As originally directed in your letter of February 9, 1999, I am returning a copy of GST's original Application for Authorization, along with the "Resolution of Board of Directors" indicated by your cover letter. Under the circumstances, and in consideration of the fact that GST did not knowingly violate any statute or regulation of the State of Florida, I would respectfully request that the penalty portion of the \$12,596.25 assessment be abated, and GST be allowed to pay only the appropriate fees that remain outstanding.

Ms. Gretchen Harvey
June 24, 1999
Page Two

I sincerely appreciate your professional consideration and cooperation in this matter, and should you have any questions or comments, or further requirements of GST, please contact me at your convenience.

Sincerely,

A handwritten signature in black ink, appearing to read "Paul Stewart". The signature is written in a cursive style with a large, sweeping initial "P".

Paul Stewart

cc: Lanny Vaughn
Gary Millard



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 28, 1999

GST CORPORATION OF TENNESSEE
GST CORP.
2620 THOUSAND OAKS BLVD., STE. 3420
MEMPHIS, TN 38118

Thank you for submitting your name resolution. Your letter has been forwarded to the General Counsel.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 299A00034136



Department of State

Memorandum Office of the General Counsel

TO: File

FROM: Gerard York, Assistant General Counsel

DATE: July 6, 1999

RE: GST Corporation

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 1988 of \$1596.25 and foreign non-qualified penalties for the same period of \$5500.00 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

FILED
99 JUL -8 AM 8:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Paul W. Stewart, do hereby certify
(Name)

that this Resolution of the Board of Directors of _____
GST Corporation
(Corporate Name)

a corporation duly organized and existing under the laws of the State of Tennessee,

was duly adopted on June 22, 19 99.

Be it resolved, that GST Corporation
(Corporate Name)

organized and existing in the State of Tennessee, hereby adopts the name

GST Corporation of Tennessee for use in Florida.

Dated: 6-22-99



Signature of either Chairman, Vice Chairman or any officer

Paul Stewart, Senior V.P. and Assistant Secretary

Type or print name

FILED
99 JUL -8 AM 8:34
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. GST 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. Tennessee 3. 62-0869915
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 5/72 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 2620 Thousand Oaks Blvd. # 3420
Memphis, TN. 38118
(Current mailing address)

8. Logistics
(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: Barbara Devine

Office Address: 9143 Phillips Highway

Jacksonville, Florida, 32256
(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.

Barbara Devine
(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.

FILED
99 JUL - 8 AM 8:34
TAMPA REGISTERED MAIL
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: Tsunenari Tokugawa

Address: NYK Line (N.A.), Inc.
300- Lighting Way Secaucus N.J. 07094

Vice Chairman: N/A

Address: _____

Director: Lanny Vaughn

Address: 2620 Thousand Oaks Blvd # 3420
Memphis, TN. 38118

Director: Ted Kondo

Address: 2620 Thousand Oaks Blvd # 3420
Memphis, TN. 38118

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

President: Lanny Vaughn

Address: Same as above

Vice President: Paul Stewart

Address: Same as above


Secretary: Gene Matsuo

Address: 399 Park Ave.
N.Y. N.Y. 10022

Treasurer: Todd Yamamoto

Address: 2620 Thousand Oaks Blvd # 3420
Memphis, TN. 38118

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. Todd Yamamoto - CFO
(Typed or printed name and capacity of person signing application)

99 JUL -8 AM 8:34
FILED
SECRETARY
TALLAHASSEE FLORIDA

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

ISSUANCE DATE: 01/12/1999
REQUEST NUMBER: 99012090
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 04/26/1972
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0013168
JURISDICTION: TENNESSEE

TO:
GST CORPORATION
2620 THOUSAND OAKS B
SUITE 3420
MEMPHIS, TN 38118

REQUESTED BY:
GST CORPORATION
2620 THOUSAND OAKS B
SUITE 3420
MEMPHIS, TN 38118

CERTIFICATE OF EXISTENCE

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT
"GST CORPORATION"

IS A CORPORATION DULY INCORPORATED UNDER THE LAW OF THIS STATE WITH DATE OF
INCORPORATION AND DURATION AS GIVEN ABOVE;
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE
EXISTENCE OF THE CORPORATION HAVE BEEN PAID;
THAT THE MOST RECENT CORPORATION ANNUAL REPORT REQUIRED HAS BEEN FILED
WITH THIS OFFICE; AND
THAT ARTICLES OF DISSOLUTION HAVE NOT BEEN FILED; AND
THAT ARTICLES OF TERMINATION OF CORPORATE EXISTENCE HAVE NOT BEEN FILED

99 JUL -8 AM 8:34
FILED
TALLAMONVILLE, TENNESSEE
SECRETARY OF STATE

FOR: REQUEST FOR CERTIFICATE ON DATE: 01/12/99

RECEIVED: FEES \$20.00 \$0.00
TOTAL PAYMENT RECEIVED: \$20.00

FROM:
GST CORPORATION
2620 THOUSAND OAKS
BLVD S-3420
MEMPHIS, TN 38118-0000

RECEIPT NUMBER: 00002411478
ACCOUNT NUMBER: 00027513



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE