

F99000003720
TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: PENTA ASSOCIATES, 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:

JAMES CANNIZZARO

(Name of Person)

PENTA ASSOCIATES, INC.

(Firm/Company)

123 WILLOWCREEK COURT

(Address)

WATSONVILLE, CA 95076

(City/State/Zip)

FILED
99 JUL 21 AM 9:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-07/21/99--01016--001

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-05/14/99--01049--015

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

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

JAMES CANNIZZARO
(Name of Person)

at (831) 724-0978
(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
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

W99-11439

64-21-99

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RODNEY R. ATCHISON
OF COUNSEL

June 4, 1999

Shawn Logan
FLORIDA DEPARTMENT OF STATE
Divisions of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: PENTA ASSOCIATES, INC.
Ref. Number W99000011439

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TALLAHASSEE, FLORIDA

Dear Mr. Logan:

This letter will serve as a follow up to our recent telephone conversation regarding the above referenced matter. As you may recall, I informed you that a mistake was made on the Application By Foreign Corporation For Authorization To Transact Business In Florida. A error incurred on Line 6 of the application. The form inadvertently stated that the corporation had been conducting business since 1973. By this letter, I am notifying you that the application is hereby amended. The corporation in question had no business in the State of Florida before 1996.

Although Penta Associates, Inc. incorporated in 1973, it owned no property nor conducted any business prior to 1996. On April 26, 1996, the corporation acquired title to real property in the State of Florida. A copy of the Warranty Deed is enclosed for your reference. The real property is the connection the corporation has with the State of Florida.

You indicated that the corporation would still be subject to penalties for any period in which the corporation was doing business in Florida. There was no intent on the part of the corporation to evade the laws in the State of Florida. The corporation was simply unaware that the ownership of the property would subject itself to Florida's laws regarding foreign corporations. Our client intends to comply with all of Florida's requirements, starting with the filing of the application mentioned in this letter. Our client respectfully requests a waiver of all, or in the alternative, a portion of any penalties in these matters. There was never any

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intent to deprive Florida of any required fees. The corporation has had little or no experience with these issues in the past. The failure to register earlier was completely inadvertent.

I appreciate your attention and cooperation in these matters. If you have any questions or concerns regarding these matters, or require any additional information, please do not hesitate to contact me.

Respectfully Submitted,



MITCHELL A. JACKMAN

enclosure
1583.001

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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. PENTA ASSOCIATES, 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. 94-1585098

(FEI number, if applicable)

4. 1/29/59

(Date of Incorporation)

5. Perpetual

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

6. 10/1/73

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

7. 123 WILLOWCREEK COURT

WATSONVILLE, CA 95076

(Current mailing address)

8. To buy, exchange, lease real property and real property interests
(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: Villa Vista Management, Inc

Office Address: 4700 Ocean Beach Blvd

Cocoa Beach

, Florida, 32931

(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.

Peter Davis

(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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TALLAHASSEE, 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: JAMES CANNIZZARO

Address: 123 WILLOWCREEK COURT
WATSONVILLE, CA 95076

Vice Chairman: _____

Address: _____

Director: ALFRED CANNIZZARO GRACE BLOECHER

Address: 3782 VIENNA DRIVE 680 VIA MANZANA

APTOS, CA 95003 AROMAS, CA 95004

Director: JOHN E. SOKOL MARLENE HOLTZCLAW

Address: 1080 ALDERBROOK LANE 1061 WALLACE

SAN JOSE, CA 95129 APTOS, CA 95003

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

President: JAMES CANNIZZARO

Address: 123 WILLOWCREEK COURT
WATSONVILLE, CA 95076

Vice President: JOHN E. SOKOL

Address: 1080 ALDERBROOK LANE
SAN JOSE, CA 95129


Secretary: MARLENE HOLTZCLAW

Address: 1061 WALLACE
APTOS, CA 95003

Treasurer: ALFRED CANNIZZARO

Address: 3782 VIENNA DRIVE
APTOS, CA 95003

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

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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 29th day of January, 19 59,

PENTA ASSOCIATES

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

August 5, 1999



Bill Jones

Secretary of State