

F010000004272⁹

TO: Registration Section
Division of Corporations

SUBJECT: GRAMATICA MARKETING, 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:

HARLEY W. POTTROFF, CONSULTANT & CPA
(Name of Person)

800004008348--9
-04/13/01--01070--001
*****70.00 *****70.00

POTTROFF ACCOUNTANCY CORPORATION
(Firm/Company)

601-8616

122 SOUTH 4TH
(Address)

MANHATTAN, KS 66502-6110
(City/State and Zip Code)

For further information concerning this matter, please call:

HARLEY W. POTTROFF at 785-537-3050
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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TALLAHASSEE, FLORIDA

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

mnt
8/13



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 17, 2001

HARLEY W. POTTROFF
122 SOUTH 4TH
MANHATTAN, KS 66502-6110

SUBJECT: GRAMITICA MARKETING, INC.
Ref. Number: W01000008616

We have received your document for GRAMITICA MARKETING, INC. 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 document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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/uniform business 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/uniform business report and penalty fees is \$1150.00.

Enclosed please find a copy of section 607.1501, 617.1501, or 608.502, 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 notarized 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, 617.1501 or 608.502, Florida Statutes.

A certificate of existence or a certificate of good standing, 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.

If you have any questions concerning the filing of your document, please call

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TALLAHASSEE, FLORIDA

(850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 501A00022607

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 20, 2001

HARLEY W. POTTROFF
122 SOUTH 4TH
MANHATTAN, KS 66502-6110

SUBJECT: GRAMITICA MARKETING, INC.
Ref. Number: W01000008616

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 GRAMITICA MARKETING, INC..

The referenced application states that the corporation has transacted business in the State of Florida since January 1, 2000. You were notified by letter dated April 17, 2001, that because of failure to obtain a certificate of authority prior to transacting business in the State of Florida, the corporation is liable for \$1150.00 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. 001A00037463

Enclosure

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 27, 2001

HARLEY W. POTTROFF
122 SOUTH 4TH
MANHATTAN, KS 66502-6110

SUBJECT: GRAMITICA MARKETING, INC.
Ref. Number: W01000008616

We have received your document for GRAMITICA MARKETING, 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:

A certificate of existence or a certificate of good standing, 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.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6097.

Michael Mays
Document Specialist

Letter Number: 101A00043693

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TALLAHASSEE FLORIDA

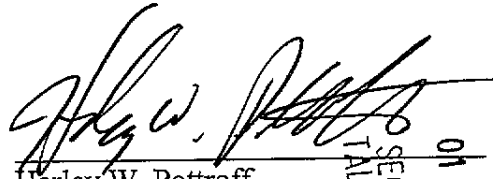
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AFFIDAVIT

Gramatica Marketing, Inc. was incorporated in the State of Kansas and at this time has not conducted any business in the State of Florida.

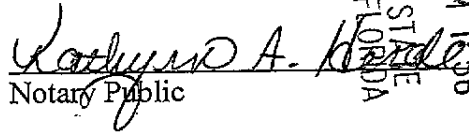
Line 6 on the application by a foreign corporation for authorization to transact business in Florida should have stated "upon qualification".

The only corporate activity at this point is that directors and officers now live in the State of Florida and a bank account has been opened.



Harley W. Pottroff
Consultant and CPA

SUBSCRIBED AND SWORN TO before me this 12th day of July, 2001.



Kathryn A. Herde
Notary Public

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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My commission expires:

1-21-2004



**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. GRAMATICA MARKETING, 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. KANSAS
(State or country under the law of which it is incorporated)

3. 48-1221088
(FEI number, if applicable)

4. 09/27/99
(Date of Incorporation)

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

6. YEAR 2000
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification."
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1011 POYNTZ AVENUE MANHATTAN KS 66502
(Principal office address)

SAME
(Current mailing address)

8. MARKETING/SPORTS ADVERTISING
(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: MARTIN GRAMATICA

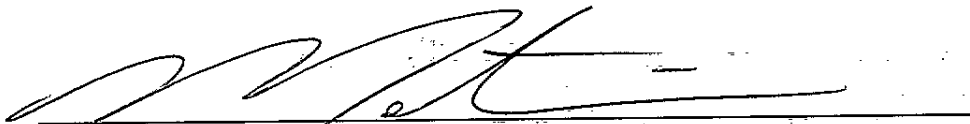
Office Address: 3912 NORTHHAMPTON WAY

TAMPA, Florida 33624-4443
(City) (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.


(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:

A. DIRECTORS

Chairman: MARTIN GRAMATICA

Address: 3912 NORTHAMPTON WAY

TAMPA, FL 33624-4443

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: MARTIN GRAMATICA

Address: 3912 NORTHAMPTON WAY

TAMPA, FL 33624-4443

Vice President: _____

Address: _____

Secretary: MARTIN GRAMATICA

Address: 3912 NORTHAMPTON WAY

TAMPA, FL 33624-4443

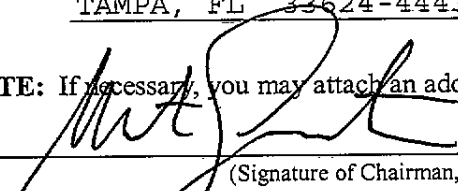
Treasurer: MARTIN GRAMATICA

Address: 3912 NORTHAMPTON WAY

TAMPA, FL 33624-4443

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

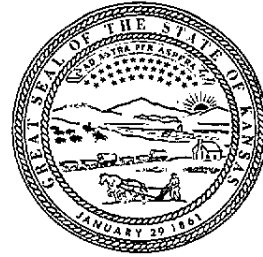
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.  _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. MARTIN GRAMATICA, PRESIDENT
(Typed or printed name and capacity of person signing application)

STATE OF KANSAS

OFFICE OF
SECRETARY OF STATE
RON THORNBURGH



To all to whom these presents shall come, Greetings:

I, RON THORNBURGH, Secretary of State of the state of Kansas, do hereby certify that I am the custodian of records of the State of Kansas relating to corporations and that I am the proper official to execute this certificate.

I FURTHER CERTIFY THAT

GRAMATICA MARKETING, INC.

is a regularly and properly organized corporation under the laws of the state of KANSAS, having been incorporated in Kansas on the 27th day of September, A.D. 1999 and has paid all fees and franchise taxes due this office and is in good standing according to the records file in the office of Secretary of State.

In testimony whereof:

I hereto set my hand and seal to be affixed my official seal.
Done at the City of Topeka, this
2nd day of August, A.D. 2001



Ron Thornburgh

RON THORNBURGH
SECRETARY OF STATE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA