

F-0300000360.

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

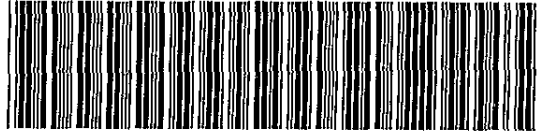
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



600021101576

07/07/03--01062--005 \*\*122.50

W27/18

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
03 JUL 18 PM 3:40

**TRANSMITTAL LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Vengroff, Williams & Associates UK, 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:

Tricia L. Gallagher, Compliance Assistant  
(Name of Person)  
Vengroff, Williams & Associates, Inc.  
(Firm/Company)  
2211 Fruitville Rd.  
(Address)  
Sarasota, Florida 34237  
(City/State and Zip code)

W0319569  
DIVISION OF CORPORATIONS  
FILED STATE SECRETARY OF CORPORATIONS  
MAY 18 PM 3:41

For further information concerning this matter, please call:

Tricia L. Gallagher at ( 941 ) 363-5200 ext. 1310  
(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

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

+ 4 additional cert's. of Status =  
\$ 122.50



*Redefining Receivables Management*

July 7, 2003

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314  
Attn: Lee Rivers

Reference: Vengroff Williams & Associates International, Inc.

Dear Lee:

Pursuant to our telephone conversation, enclosed please find a true Certificate of Existence for the above-named corporation. I apologize for the misunderstanding, as I sent the Certificate of Incorporation unknowingly. Also enclosed please find the same for the following 5 other corporations for which the same was done. Our checks for \$122.50 for each of the corporations plus 4 additional Certificates of Status were already mailed to your office for filing. At your earliest convenience, would you please execute the necessary paperwork to register these accordingly? If you have any further questions or instructions please feel free to contact our office.

FILED  
DIVISION OF CORPORATIONS  
03 JUL 18 PM 14 1

Thank you in advance for your cooperation and consideration.

Sincerely,

A handwritten signature in cursive script that reads 'Tricia L. Gallagher'.

Tricia L. Gallagher  
Compliance Assistant  
Foreign Language Specialist/Notary Public



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

July 10, 2003

TRICIA L. GALLAGHER, COMPLIANCE ASSISTANT  
VENGROFF, WILLIAMS & ASSOCIATES, INC.  
2211 FRUITVILLE RD.  
SARASOTA, FL 34237

SUBJECT: VENGROFF, WILLIAMS & ASSOCIATES UK, INC.  
Ref. Number: W03000019569

We have received your document for VENGROFF, WILLIAMS & ASSOCIATES UK, INC. and your check(s) totaling \$122.50. 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.

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) 245-6958.

Lee Rivers  
Document Specialist

Letter Number: 603A00040926

FILED STATE  
SECRETARY OF CORPORATIONS  
03 JUL 18 PM 3:41

**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. Vengroff, Williams & Associates UK, 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. Delaware 3. 84-1620513  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 03/19/03 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 03/20/03  
(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. Suite 101, 203 NE Front Street Milford, DE 19963  
(Principal office address)

2211 Fruitville Rd. Sarasota, Florida 34237  
(Current mailing address)

8. Asset Management  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

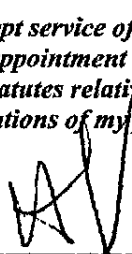
Name: Harvey Vengroff

Office Address: 2211 Fruitville Rd.

Sarasota Florida 34237  
(City) (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.*



(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  
SECRETARY OF CORPORATIONS  
03 JUL 18 PM 3:41

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Please see attached

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

FILED  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
03 JUL 18 PM 3:41

B. OFFICERS

President: Please see attached

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_


Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

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

FILED  
 SECRETARY OF STATE  
 DIVISION OF CORPORATIONS  
 03 JUL 18 PM 3:41

OFFICE	NAME	SSN	DOB	ADDRESS	CITY	STATE	ZIP	PERCENT OF OWNERSHIP	DIRECTOR EXPERIENCE YEARS
COB	Harvey Vengroff	125-34-3778	1/20/1941	5135 Riverwood Ave	Sarasota	FL	34231	35%	Director 38
CEO - CFO	Robert G. Williams	125-38-1921	6/8/1949	3615 Hidden River Road	Sarasota	FL	34240	20%	Director 20
President	Mark K. Vengroff	003-62-9197	6/6/1963	1 Cavaller Dr	Newport Coast	CA	92646	15%	Director 17
V-President	Joel H. Vengroff	085-64-8990	10/10/1965	1 Bankside Dr.	Centerport	NY	11721	15%	Director 16
Secretary	Kristy L. Vengroff	072-68-1125	8/27/1977	255 Woodbine Ave.	Northport	NY	11768	10%	Director 4
CTO	Gabe V. Torek	115-66-5981	9/9/1960	14 Arrowwood Dr	St James	NY	11780	5%	Director 15

# Delaware

PAGE 1 .

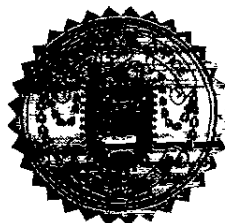
## The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VENGROFF, WILLIAMS & ASSOCIATES UK, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRD DAY OF JULY, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "VENGROFF, WILLIAMS & ASSOCIATES UK, INC." WAS INCORPORATED ON THE NINETEENTH DAY OF MARCH, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
JUL 18 PM 3:41



3638290 8300

030442173

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 2511735

DATE: 07-03-03