

F95000005868

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

500001598915
-10/02/95--01044--006
*****70.00 *****70.00

SUBJECT: Datatrend Technologies, Inc.
(Name of corporation - must include suffix)

W95-19667

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:

Thomas J. Tucci
(Name of Person)

Fabyanske, Svoboda, Westra & Hart, P.A.
(Firm/Company)

920 Second Avenue South, Suite 1100
(Address)

Minneapolis, MN 55402
(City/State/Zip)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC -4 AM 9:34
mtm

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

Thomas J. Tucci
(Name of Person) at (612) 338-0115
(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



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 3, 1995

THOMAS J. TUCCI
% FABYANSKE, SVOBODA, WESTRA & HART, P.A
920 SECOND AVENUE SOUTH, STE 1100
MINNEAPOLIS, MN 55402

SUBJECT: DATATREND TECHNOLOGIES, INC.
Ref. Number: W95000019667

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC -4 AM 9:34

We have received your document for DATATREND TECHNOLOGIES, 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):

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 \$2400.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business or conducting affairs in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn 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 or conducting its affairs in Florida prior to the year the application was submitted did not constitute transacting business or conducting affairs pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (904) 487-6097.

Michael Mays
Document Specialist

Letter Number: 295A00044888

Datatrend

Technologies Inc.

Datatrend Hardware • Datatrend Software • Datatrend Parts • Datatrend Engineering

November 7, 1995

Systems

Upgrades

Peripherals

Parts

Migration Services

Networking

Communications

Application Migration

Contract Programming

Complex Systems Integration

Cable Plant Design

Cabling Installation

Field Installation

Consultation Services

Reproduction Services

Engineering Services

**Mr. Michael Mays
Document Specialist
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314**

**Re: Datatrend Technologies, Inc.
Reference Number: W95000019667**

Dear Mr. Mays:

This letter is in response to your letter dated October 3, 1995 to Mr. Thomas J. Tucci regarding the qualification of the above referenced entity in the state of Florida. I have attached a copy of your letter as well as our original application. Your letter states our application could not be accepted as filed and that the annual report and penalty fees applicable to Datatrend Technologies, Inc. ("Datatrend") are \$2,400.00. This letter responds to your letter of October 3, 1995.

Datatrend has a single employee who resides in the state of Florida. This employee works out of his personal residence. Our corporate headquarters and the remainder of our employees are all located in Minnesota. The Florida employee is an officer of Datatrend, primarily concerned with administrative tasks, but does provide sales support to Datatrend.

Datatrend does have some Florida customers, but the Florida employee is not primarily responsible for the Florida customers, or for that matter, any particular customer.

All customer calls are received and routed through our Minnesota facility. All orders, shipments, bookkeeping, and the like are handled in Minnesota. Simply stated, the move to Florida was a personal decision of the office, rather than a business decision for Datatrend.

The employee moved his residence from Minnesota to Florida in 1993. Datatrend provided the employee telephone, computer, fax, and other equipment necessary to keep the employee in contact with Datatrend headquarters. As mentioned, the employee works out of his personal residence.

95 DEC -4 AM 9:34

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS



CDLA



11535 K-Tel Drive
Minnetonka, MN
55343

Telephone
(612) 931-1203

Toll Free Number
(800) 367-7472

Fax Number
(612) 931-1293

November 7, 1995

Page 2

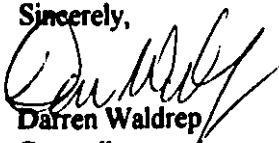
During 1994, Datatrend and the Florida Department of Revenue exchanged correspondence, the result of which was a disagreement over whether Datatrend was required to file Florida income and intangible tax returns. When the Florida Department of Revenue made a final determination, Datatrend complied with the determination and filed the requested returns rather than appealing the determination of the Department of Revenue. However, based on our limited presence and activities, we did not and currently do not believe we are conducting business in Florida to a level requiring tax returns or qualification.

When we received the initial notice from the Florida Department of State, we once again acted to obtain qualification of our business even though our activities in Florida are minimal and still limited to a single, primarily administrative, employee.

Thus, while we will agree to obtain the certificate of authority in Florida, we feel that based upon our limited activities and presence and our efforts to date in attempting to comply as quickly as possible with Florida tax and business requirements, an abatement of the civil penalties proposed in your October 3, 1995 letter is warranted. Therefore, we ask that you abate all civil penalties and accept our application as originally filed.

Thank you in advance for your prompt attention to this matter, and I look forward to your reply. You can contact me directly at (612) 931-1203 or our company attorney, Mr. Thomas J. Tucci at (612) 338-0115.

Sincerely,


Darren Waldrep
Controller

cc: Thomas J. Tucci
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF REGISTRATIONS
95 DEC -4 AM 9:34

**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. Datatrend Technologies, 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. Minnesota 3. 41-1648427
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 08/25/89 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or
"perpetual")

6. 01/01/93
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 11535 K-Tel Drive
Minnetonka, MN 55343
(Current mailing address)

8. General Business Purposes
(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)**

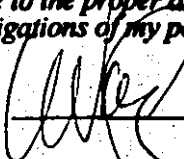
Name: Mark L. Waldrep

Office Address: 1380 Harbor Drive

Sarasota, Florida, 34239
(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 STATE
DIVISION OF CORPORATIONS
95 DEC 14 AM 9:34

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Mark L. Waldrep

Address: 1380 Harbor Drive

Sarasota, Florida 34239

Director: Bryan L. Hodges

Address: 11525 K-Tel Drive

Minnetonka, MN 55343

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

~~President~~ Secretary: Mark L. Waldrep

Address: 1380 Harbor Drive

Sarasota, FL 34239

Vice President/Treasurer: Bryan L. Hodges

Address: 11535 K-Tel Drive

Minnetonka, MN 55343

~~Secretary~~ Controller: Darren T. Waldrep

Address: 11535 K-Tel Drive

Minnetonka, MN 55343

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. Darren T. Waldrep, Controller

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC -4 AM 9:34

State of Minnesota

SECRETARY OF STATE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC -4 AM 9:34

Certificate of Good Standing

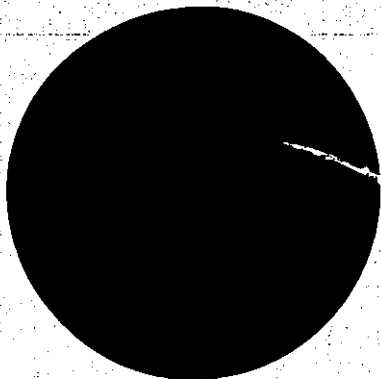
I, Joan Anderson Grove, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

Name: Datatrend Technologies, Inc.

Date Formed: 08/25/1989

Chapter Governed By: 302A

This certificate has been issued on 09/15/95.



Joan Anderson Grove
Secretary of State.