

# F 980000002 18

Document Number Only

CF CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name  
TALLAHASSEE, FL 32301

Address  
222-1092

City State Zip Phone

CORPORATION(S) NAME

800002279828--6  
-08/28/97--01064--018  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

800002399108--8  
01/13/98 01103--002  
\*\*\*4165.00 \*\*\*4165.00

*PAISANO Publications, Incorporated*

*W97-19982 p. 529*

- Profit
- NonProfit
- Limited Liability Co.
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Annual Report
- Reservation
- Photo Copies
- Call if Problem
- Will Wait
- Merger
- Mark
- Other
- Change of R.A.
- Fictitious Name Filing
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- Pick Up

Name Availability
Document Examiner
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Verifier
Acknowledgment
W.P. Verifier

AUG 28 1997

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 DIVISION OF CORPORATIONS  
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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 28, 1997

CT CORPORATION SYSTEM

SUBJECT: PAISANO PUBLICATIONS, INC.  
Ref. Number: W97000019982

We have received your document for PAISANO PUBLICATIONS, INC. and your check(s) totaling \$78.75. 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 \$7,165.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business 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 in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

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

Lee Rivers  
Document Examiner

Letter Number: 797A00043397



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

2<sup>nd</sup>

November 13, 1997

ROBERT DAVIS, TREASURER  
PAISANO PUBLICATIONS, INC.  
28210 DOROTHY DRIVE  
AGOURA HILLS, CA 91301

SUBJECT: PAISANO PUBLICATIONS, INC.  
Ref. Number: W97000019982

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 PAISANO PUBLICATIONS, INC..

The referenced application states that the corporation has transacted business in the State of Florida since March 1, 1991. You were notified by letter dated August 28, 1997, that because of failure to obtain a certificate of authority prior to transacting business in the State of Florida, the corporation is liable for \$7165.00 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) 487-6091.

Lee Rivers  
Document Examiner                      Letter No. 097A00054656

Enclosure

MASTERS & RIBAKOFF  
ATTORNEYS AT LAW

ALAN P. RIBAKOFF  
CHRISTINE MASTERS  
KATHERINE J. EDWARDS

OF COUNSEL  
R. LANCE BELSOME

SUITE 1000  
100 WILSHIRE BOULEVARD  
SANTA MONICA, CALIFORNIA 90401-1113  
TELEPHONE (310) 917-1910  
FACSIMILE (310) 395-2132

November 20, 1997

State of Florida  
Department of State  
Division of Corporations  
Foreign Qualifications/Tax Lien Section  
P.O. Box 6327  
Tallahassee, Florida 32314

Attention: Lee Rivers  
Document Examiner

Re: Paisano Publications, Inc.  
Your Reference No. W97000019982  
Your Letter of November 13, 1997

Dear Mr. Rivers:

This law firm represents Paisano Publications, Inc., a California corporation, with respect to various matters. Mr. Robert Davis, treasurer of Paisano Publications, Inc. has referred your letter of November 13, 1997 to this office and we are herewith responding to same on Paisano's behalf. Prior to preparing this response, we have reviewed this matter carefully. The results of our inquiry into why Paisano failed to file its Application at the appropriate time, are set forth below. We are further enclosing an affidavit signed by Mr. Davis which verifies this information. This letter is further respectfully intended to serve as a request for relief from full imposition of the penalty indicated in your letter of November 13, 1997 for the reasons hereafter indicated.

Factual Background

Paisano Publications, Inc., was duly organized and incorporated in the State of California in 1970. It has at all times been in good standing with the State of California. The principal business of Paisano Publications, Inc. (hereinafter "Paisano") is publishing magazines. These magazines are distributed throughout the United States and in numerous foreign countries. From time to time during its corporate existence, Paisano has also marketed clothing and accessories bearing various

State of Florida  
Division of Corporations  
Attention: Lee Rivers  
November 20, 1997  
Page 2

Paisano brand names through mail order advertisements in its magazines. In March of 1991, Paisano opened a small retail store for these products, known as "Easyriders of Daytona", on leased premises in the City of Daytona Beach, Florida. This small retail store has been and is the only retail store operated by Paisano in the State of Florida. Paisano owns no real property in the State of Florida and operates no other business in the State of Florida.

It is the policy and practice at Paisano to pay in a timely manner all appropriate federal, state and local taxes, fees and charges and to obtain all licenses, authorizations and permits required by law. Paisano has paid in a timely manner all business income, sales, payroll and other taxes, fees and charges due and payable to governmental entities in the State of Florida in connection with the retail store. Paisano's failure to prepare and file a timely application for permission to transact business in the State of Florida was purely inadvertent and was due to its lack of experience with owning and operating a business in the state of Florida.

#### Request for Relief

Paisano admits that it failed to timely file an application for permission to conduct business in the State of Florida and that the imposition of a penalty may be warranted. However, it respectfully submits that the amount of the penalty should be appropriate under the circumstances. In determining the "appropriate" amount, the following mitigating circumstances should be considered: (1) Paisano's failure to file a timely application was purely inadvertent; (2) Paisano, on its own initiative, undertook to correct its error promptly after it was discovered.; (3) Paisano has at all times operated this relatively small business in the State of Florida in a legally responsible manner; and, (4) Paisano has paid all taxes, charges and other obligations arising out of or relating to the operation of said business.

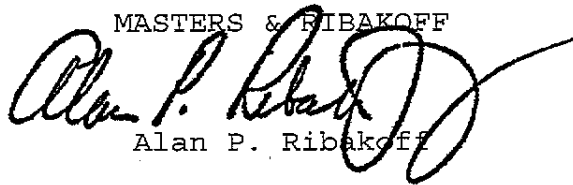
Under these circumstances, imposition of the maximum fee and penalty allowable under §607.1502(4), Florida statutes, would be unduly harsh and unjust. A substantial reduction in the amount of said proposed penalty would be fair, just and equitable. We respectfully request that this recommendation be fully and fairly considered by the Florida Department of State and look forward to receiving your advice in this regard. Should you or the members of your Department have any comments, questions or require any

State of Florida  
Division of Corporations  
Attention: Lee Rivers  
November 20, 1997  
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further information, please do not hesitate to contact the undersigned and I will be more than happy to promptly respond to same.

Very truly yours,

MASTERS & RIBAKOFF

A handwritten signature in black ink, appearing to read "Alan P. Ribakoff", is written over the typed name. The signature is stylized and cursive.

Alan P. Ribakoff

APR:jp  
paisano\letters\rivers.001

MASTERS & RIBAKOFF

ATTORNEYS AT LAW

ALAN P. RIBAKOFF  
CHRISTINE MASTERS  
KATHERINE J. EDWARDS

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SUITE 1000

100 WILSHIRE BOULEVARD

SANTA MONICA, CALIFORNIA 90401-1113

TELEPHONE (310) 917-1910

FACSIMILE (310) 395-2132

January 6, 1998

RECEIVED

JAN 12 1998

Gerald T. York, Esq.  
Office of the General Counsel,  
Florida Department of State  
LL-10, The Capitol  
Tallahassee, Florida 32399-0250

Office of General Counsel  
Department of State

Re: Application to transact business in the state of  
Florida

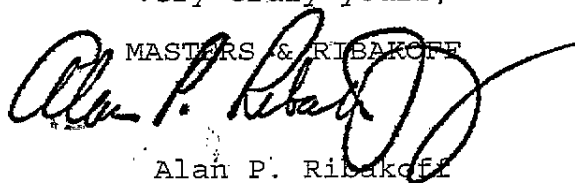
Dear Mr. York:

Pursuant to your facsimile dated December 15, 1997,  
enclosed is a check in the amount of \$4,165.00 in settlement of  
the foreign non-qualified penalties and annual report fees due  
from Paisano Publications, Inc. Please instruct the Division of  
Corporations to issue Paisano a Certificate of Authority to  
transact business in Florida.

Please do not hesitate to contact me if I can be of  
further assistance in this regard.

Very truly yours,

MASTERS & RIBAKOFF



Alan P. Ribakoff

APR:dr



# Department of State

## Memorandum Office of the General Counsel

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TO: File

FROM: Gerard York, Assistant General Counsel

DATE: January 12, 1998

RE: Paisano Publications, Inc.

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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 1991 of \$1165.00 and foreign non-qualified penalties of \$ 3000.00 assessed at the statutory minimum 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

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**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. Paisano Publications, Incorporated  
(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 3. 95-2745984  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 11/17/70 5. perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 3/91  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 28210 Dorothy Drive  
Agoura Hills, CA 91301  
(Current mailing address)

8. Retail store for sale of Easyrider products  
(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)

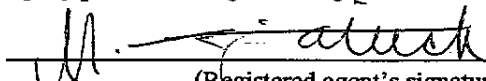
Name: C T Corporation System

Office Address: 1200 S. Pine Island Road

Plantation, Florida, 33324  
(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)  
M. T. Fitzpatrick, Ass't. Secretary

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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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: Joseph Teresi

Address: 28210 Dorothy Drive, Agoura Hills, CA 91301

Vice Chairman: Ellen Meagher

Address: 28210 Dorothy Drive, Agoura Hills, CA 91301

Director: Joseph Teresi

Address: 28210 Dorothy Drive, Agoura Hills, CA 91301

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

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

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

President: Brian Wood

Address: 28210 Dorothy Drive, Agoura Hills, CA 91301

Vice President: Keith Ball

Address: 28210 Dorothy Drive, Agoura Hills, CA 91301

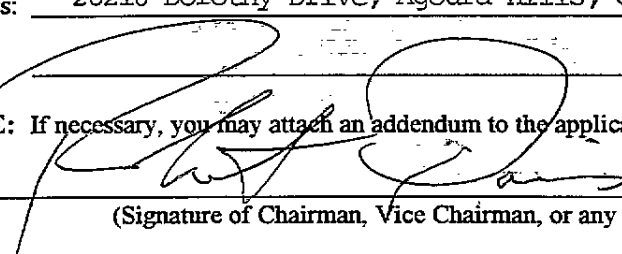
Secretary: Ellen Meagher

Address: 28210 Dorothy Drive, Agoura Hills, CA 91301

Treasurer: Robert Davis

Address: 28210 Dorothy Drive, Agoura Hills, CA 91301

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

13. 

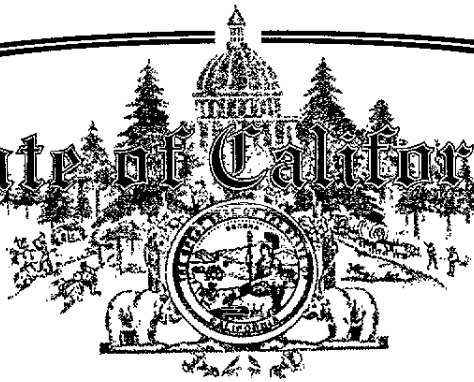
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Robert Davis - Treasurer

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

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DIVISION OF CORPORATIONS  
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# State of California



## SECRETARY OF STATE

### CERTIFICATE OF STATUS DOMESTIC CORPORATION

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DIVISION OF CORPORATIONS  
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I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That on the 17TH day of NOVEMBER, 19 70,

PAISANO PUBLICATIONS, INC.

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

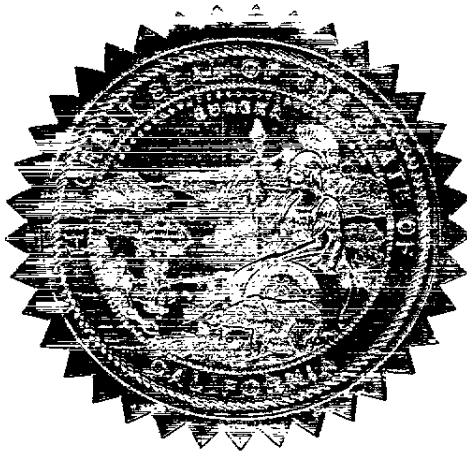
That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

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

14TH OF AUGUST, 1997



*Bill Jones*

Secretary of State