

Document Number Only

F98000004425

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name  
TALLAHASSEE, FL 32301

Address  
222-1092

City State Zip Phone

CORPORATION(S) NAME

500002339615--8  
-11/06/97--01001--018  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

W97-25179

Prodelin Corporation

500002339615--8  
-08/04/98--01081--022  
\*\*\*2715.00 \*\*\*2715.00

- Profit
- NonProfit
- Limited Liability Co.
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Merger
- Dissolution/Withdrawal
- Mark
- Annual Report
- Reservation
- Photo Copies
- Call if Problem
- Will Wait
- Other
- Change of R.A.
- Fictitious Name Filing
- CUS
- After 4:30
- Pick Up

98/4

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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98 AUG -4 PM 3:06 97 NOV -5 PM 3:43

~~10/30~~ 11/05

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TALLAHASSEE, FLORIDA

Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

November 5, 1997

CT CORPORATION SYSTEM

SUBJECT: PRODELIN CORPORATION  
Ref. Number: W97000025179

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG -4 PM 3:06

We have received your document for PRODELIN CORPORATION 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 date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

Based upon information provided by the Florida Department of Revenue, pursuant to section 213.053(14), Florida Statutes, it appears that PRODELIN CORPORATION has transacted business in Florida prior to submitting an "Application for Authority to Transact Business in Florida". Please contact this office concerning the date first transacted business in Florida.

Pursuant to section 607.1502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business in Florida prior to qualification and the appropriate charter tax and annual report fees that would have been due this office had the corporation qualified the year it began operations in this state. Please complete the enclosed form INHSE37 and contact this office for the charter tax due. The amount entitled this office in annual report fees and penalty fees is \$11321.00.

If it is determined that the corporation's previous activities in Florida that warranted compliance with Florida's revenue laws did not constitute the transaction of business within the meaning of s. 607.1501, F.S., please provide a sworn affidavit to that effect.

If you have any questions concerning the filing of your document, please call (850) 487-6095.

Jennifer Sindt  
Document Examiner

Letter Number: 097A00053625



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 23, 1998

STEPHEN GREEN  
PRODELIN CORPORATION  
565 FIFTH AVE., 17TH FL.  
NEW YORK, NY 10017

SUBJECT: PRODELIN CORPORATION  
Ref. Number: W97000025179

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG -4 PM 3:06

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 PRODELIN CORPORATION.

This office received information provided by the Florida Department of Revenue, pursuant to section 213.053(14), Florida Statutes, which indicates that the corporation has transacted business in the State of Florida since March 2, 1987. You were notified by letter dated November 5, 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 \$11321.00 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.

Jennifer Sindt  
Document Examiner      Letter No. 098A00003856

Enclosure



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 8, 1998

**RECEIVED**

JUN 11 1998

Office of General Counsel  
Department of State

STEPHEN GREEN  
PRODELIN CORPORATION  
565 FIFTH AVE., 17TH FL.  
NEW YORK, NY 10017

SUBJECT: PRODELIN CORPORATION  
Ref. Number: W97000025179

**CERTIFIED MAIL #P 348 067 162 RETURN RECEIPT REQUESTED**

This is the Department of State's third request for information to establish the date PRODELIN CORPORATION first transacted business in Florida. Failure to respond to this letter may result in legal action against the corporation pursuant to Sections 607.0130(3) and 607.1502(4), Florida Statutes (copies enclosed).

Based upon information provided by the Florida Department of Revenue, it appears that PRODELIN CORPORATION has transacted business in Florida since March 2, 1987. This date is not the same as the date indicated on the corporation's previously submitted application.

If erroneous information was listed on the application or the date the corporation began conducting its affairs in Florida falls under an enumerated exemption provided for in Section 607.1501, Florida Statutes (copy enclosed), an affidavit to clarify this discrepancy must be sent to this office.

Until this office is notified otherwise, penalties and fees in the amount of \$11321.00 are now due. To avoid further penalty, either payment or an affidavit must be remitted within 45 days of receipt of this letter. Please make your check payable to the Department of State and send it to the address indicated below. If you have any questions regarding this matter, please telephone (904) 487-6091.

I look forward to your response.

Sincerely,

Gerard T. York, Assistant General Counsel

Enclosures Letter No. 498A00018578

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG - 4 PM 3: 06

FLORIDA DEPARTMENT OF STATE  
Office of the Secretary  
Office of International Relations  
Division of Administrative Services  
Division of Corporations  
Division of Cultural Affairs



MEMBER OF THE FLORIDA CABINET  
Division of Library & Information Services  
Division of Historical Resources  
Ringling Museum of Art  
Division of Licensing  
Division of Elections

FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG - 4 PM 3:07

16 June, 1998

7/15/98

Mr. Stephen Green  
Prodelin Corporation  
565 Fifth Ave., 17th FL  
New York, NY 10017

Bill Mc Manus

(212) 850 8515

Just got file;  
Will advise within 2 weeks

RE: Statutory Fees & Penalties

7/23/98

FAX (212) 850-8503

**CERTIFIED MAIL #P265 325 616 RETURN RECEIPT REQUESTED**

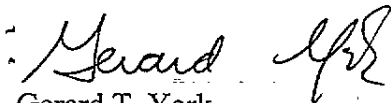
Dear Mr. Green:

This office has received information that Prodelin Corporation has been involved in unauthorized business activities in the State of Florida.

As of the date above, the total amount of penalties owed by this corporation is \$12,471.25. These penalties are pursuant to section 607.1502, Florida Statutes, a copy of which is enclosed for your reference. If litigation is necessary to collect these penalties, the corporation may also be liable for additional fees and costs associated with filing suit.

If you wish to resolve this matter, please direct your payment to my attention at the address below. If I have not received payment within thirty days, I will assume that you are not willing to resolve this matter without litigation and will proceed accordingly. If you have questions regarding this correspondence, you may contact me at (850) 414-5536.

Respectfully,

  
Gerard T. York  
Assistant General Counsel

GTY/vs  
Enclosures



**FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State  
OFFICE OF THE GENERAL COUNSEL**

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**F A C S I M I L E   T R A N S M I T T A L**

**TO FAX NUMBER: 212-850-8503**

**Please deliver the following pages to:**

**NAME: Bill McManus, Esq.,**

**COMPANY: Representing Prodelin Corporation**

**CITY/STATE: New York, New York**

**SENDER: Gerard York, Esq.,  
Assistant General Counsel**

**DATE/TIME: 07/23/98 10:59 AM**

**NUMBER OF PAGES (including transmittal sheet): 2**

**FROM FAX: 850/922-5763 (Suncom 292-5763)**

**FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG -4 PM 3:07**

**COMMENTS: This communication is pursuant to our phone conversation of this date.**

**Information from the Florida Department of Revenue suggests Prodelin has been transacting business in Florida since early 1987. If indeed Prodelin has been transacting business under section 607.1501, Florida Statutes, since that date, a total of \$12,471.25 is now due (plus any applicable charter taxes), reflecting annual report fees from 1987 of \$1471.25 and statutory penalties under section 607.1502(4), Florida Statutes, in the amount of \$11,000.00. To avoid litigation, we would offer to settle for the sum of \$6971.25 (reflecting annual report fees and statutory penalties**

assessed at the statutory minimum of \$500.00 per year) plus any applicable charter taxes.

As we discussed, if 1994 is instead the correct date Prodelin began transacting business in Florida, we would offer to settle this matter for the sum of \$2715, reflecting annual report fees of \$715 from 1994 and penalties for the same period assessed at the statutory minimum.

If the information provided by the Department of Revenue is incorrect, I would need to obtain a sworn affidavit from a corporate officer, indicating, under penalty of perjury, that Prodelin did not transact business in the State of Florida before 1994, and explaining the nature of the 1987-1994 transactions.

Any correspondence on this matter should be mailed to this attorney at: Office of General Counsel, LL-10, The Capitol, Tallahassee, Florida 32399-0250. Please feel free to call if there are questions.

If there are any problems in receiving this transmission, call Sherry at 850/414-5536 or Suncom 994-5536.

**LL-10 • THE CAPITOL • TALLAHASSEE, FLORIDA 32399-0250**

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG -4 PM 3:07



TBG

July 29, 1998

Gerard York, Esq., Assistant General Counsel  
Office of General Counsel  
State of Florida  
LL-10 The Capitol  
Tallahassee, FL 32399-0250

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG -4 PM 3:07

RE: Prodelin Corporation

Dear Mr. York;

Enclosed in accordance with our discussions and your fax of July 23 are the following:

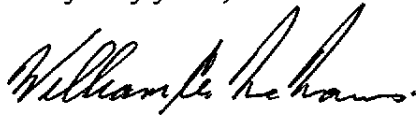
A check in the amount of \$ 2,715.00.

An Affidavit signed under penalty of perjury by Robert B. Levine, Vice President of Prodelin Corporation.

It is my understanding that upon the completion of your processing of the enclosures, Prodelin Corporation will be issued a Certificate of Authority and will be in good standing with the State of Florida.. Please advise if I am not correct.

If you need additional information please contact me at (212)850-8515 or via fax at (212)850-8503. Thank you for your assistance in resolving this matter.

Very truly yours,



William A. McManus  
Director Tax Audits

RECEIVED

AUG 3 1998

Office of General Counsel  
Department of State

Encl.

TBG Services Inc.  
565 Fifth Avenue  
New York, New York 10017  
Telephone (212) 850-8500  
Fax (212) 850-8503  
(212) 850-8530

**AFFIDAVIT**

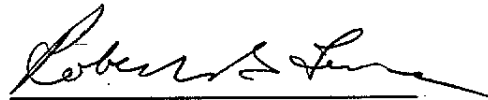
I, Robert B. Levine, under penalties of perjury, declare that the following statements are to the best of my knowledge and belief, true, correct and complete.

Prodelin Corporation is a corporation in good standing under the laws of the State of North Carolina.

I am a Vice President of Prodelin Corporation.

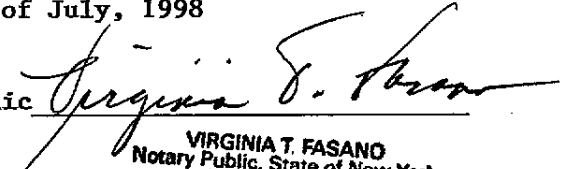
Prior to May, 1994 any activities of Prodelin Corporation in the State of Florida were limited to the solicitation of sales as described in P.L. 86-272. Prodelin Corporation did not employ any residents of Florida. Sales personnel in Florida did not accept or approve orders or credit, participate in collection activities, settle customer complaints or any other activities not allowable under P.L. 86-272. Prodelin Corporation's activities did not exceed those allowable, without a certificate of authority, under section 607.1501, Florida Statutes.

Beginning in May 1994 the activities of Prodelin Corporation exceeded the protection of P.L. 86-272 and section 607.1501, Florida Statutes. Appropriate income and other tax returns have been filed as required with the Florida Department of Revenue. Failure to timely secure a Florida Certificate of Authority was merely an oversight.



Robert B. Levine

Subscribed and sworn to before me this 29th day of July, 1998

Notary Public 

VIRGINIA T. FASANO  
Notary Public, State of New York  
No. 60-4958738  
Qualified in Westchester County  
Certificate Filed in New York County  
Commission Expires November 13, 1999

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG -4 PM 3:07



# Department of State

## Memorandum Office of the General Counsel

TO: File

FROM: Gerard York, Assistant General Counsel

DATE: August 3, 1998

RE: Prodelin Corporation

Based on my review of the file and the affidavit and payment received from the corporation, it is my recommendation that this file be closed and that corporation be issued a certificate of authority. Affidavit indicates corporation has transacted business in Florida since 1994, and that activity before this date falls within statutory exceptions set forth in section 607.1501, Florida Statutes. Corporation has paid annual report fees from 1994 of \$715 and foreign nonqualified penalties for the same period of \$2000 assessed at the statutory minimum of \$500 per year. Accordingly, it is recommended that this file be closed.

/gty

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG -4 PM 3:07

**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. Prodelin Corporation  
(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. North Carolina 3. 56-1550098  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 2/2/1987 5. Perpetual  
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 1994  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

7. 565 Fifth Avenue, 17th floor  
New York, NY 10017  
(Current mailing address)  
Communications Equipments

8. \_\_\_\_\_  
(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: CT Corporation System

Office Address: 1200 South 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.*

*Theresa Taylor Asst. Sec.*  
(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  
98 AUG -4 PM 3:07

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: \_\_\_\_\_

Address: \_\_\_\_\_  
See Schedule Attached

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

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

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

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

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

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

Address: \_\_\_\_\_  
See Schedule Attached


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. Stephen Green, Secretary \_\_\_\_\_  
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG -4 PM 3:07

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FILENAME:DIR/PRODELIN

Prodelin Inc.  
ATTACHMENT

OFFICERS  
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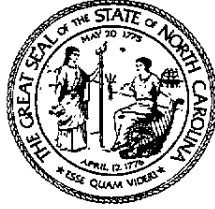
Name	Title	Business Address
Gary R. Kanipe	Chief Exective Officer	1700 NE Cable Drive Conover, NC 28613
Larry A. Bowman	President,Chief Operating	1700 NE Cable Drive Conover, NC 28613
Gary McManus	VP Of Finance and Ass't S	1700 NE Cable Drive Conover, NC 28613
Marvin Shoemake	Executive Vice President	1700 NE Cable Drive Conover, NC 28613
Robert B. Levine	Vice President	565 Fifth Ave. New York, NY.10017
Stephen Green	Secretary	565 Fifth Ave. New York, NY.10017

DIRECTORS  
-----

Jack E. Haegele	565 Fifth Ave. New York, NY.10017
Friedhelm Bode	565 Fifth Ave. New York, NY.10017
Gary R. Kanipe	1700 NE Cable Drive Conover, NC 28613

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG -4 PM 3:07

# STATE OF NORTH CAROLINA



Department of The  
Secretary of State

## CERTIFICATE OF EXISTENCE

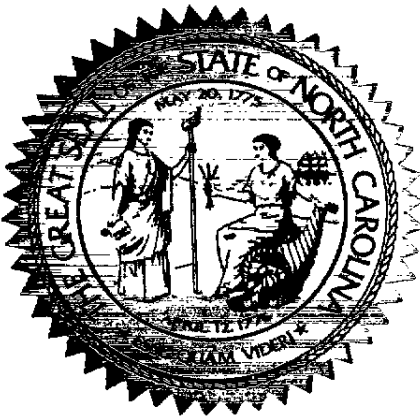
I, **ELAINE F. MARSHALL**, *Secretary of State of the State of North Carolina*, do hereby certify that

**PRODELIN CORPORATION**

*is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 5th day of February, 1987, with its period of duration being perpetual.*

**I FURTHER** *certify that the said corporation's articles of incorporation are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation is not administratively dissolved for failure to comply with the provisions of the North Carolina Business Corporation Act; that its most recent annual report required by G.S. 55-16-22 has been delivered to the Secretary of State; and that the said corporation has not filed articles of dissolution as of the date of this certificate.*

**IN WITNESS WHEREOF**, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 28th day of October, 1997.



*Elaine F. Marshall*

Secretary of State

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG -14 PM 3:07