

F99000005525

TRANSMITTAL LETTER

To: Registration Section
Division of Corporations

SUBJECT: maar Associates, Inc.

(Name of corporation - must include suffix)

100002994721--4
-09/23/99--01039--006
*****78.75 *****78.75

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:

Ronald A. Thomas

(Name of Person)

MAAR Associates, Inc.

(Firm/Company)

P.O. Box 655

(Address)

Newark, DE 19715

(City/State/Zip)

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

Ronald A. Thomas

(Name of Person)

at (302) 999-0713

(Area Code & Daytime Telephone Number)

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99 OCT 26 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

00855/00194/00734/00672
1-1-95 \$41005

WAA-22180
10-27-99



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 27, 1999

RONALD A. THOMAS
MAAR ASSOCIATES, INC.
P.O. BOX 655
NEWARK, DE 19715

SUBJECT: MAAR ASSOCIATES, INC.
Ref. Number: W99000022180

We have received your document for MAAR ASSOCIATES, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

Based upon information provided by the Florida Department of Revenue, pursuant to section 213.053(14), Florida Statutes, it appears that MAAR ASSOCIATES, INC. has transacted business in Florida prior to submitting an "Application for Authority to Transact Business in Florida". The information received from the Florida Department of Revenue indicates January 1, 1995, as the initial date of transacting business in the State of Florida.

Please contact this office concerning the date first transacted business in Florida. 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 \$4,665.00.

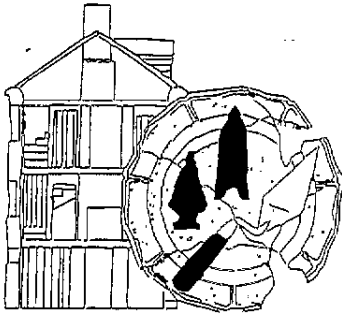
Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office 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 \$4,665.00.

If you have any questions concerning the filing of your document, please call (850) 487-6025.

Trevor Brumbley
Document Specialist

Letter Number: 799A00047005

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SECRETARY OF STATE
FLORIDA



MAAR Associates, Inc.

- OFFICE: P.O. Box 655, Newark, DE 19715-0655 TEL (302) 996-0713 FAX (302) 999-1687
- OFFICE: P.O. Box 861038, St. Augustine, FL 32086 (904) 794-5795
- LABORATORY: TEL (302) 368-1571 FAX (302) 368-0217
- E-MAIL - maarassoc@aol.com Web Page - <http://members.delaware.net/~maar>

October 4, 1999

Trevor Brumbley, Document Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Ref. Number W99000022180
Letter Number 799A00047005

Dear Mr. Brumbley:

As per your letter of September 27, 1999, we are responding with the following information. Although MAAR Associates, Inc. (MAI) first conducted business in Florida under a contract agreement with the City of Ormond Beach beginning in the spring of 1995, that project was conducted as a joint venture with a local firm using our Newark, Delaware office as a base for the MAI operations. MAI is a Delaware corporation and often undertakes projects in various states outside of Delaware. We did not intend at that time to undertake any further work within the State of Florida, nor did we anticipate the opening of an office within Florida.

The document to which you refer in your letter was submitted since we are now intending to operate a branch office in St. Johns County, Florida. We were not aware of any need to file documents prior to this point within Florida since we assumed that we were acting on the earlier project as a "Foreign Corporation".

Please advise as to what further information you need to process our retained Application for Authority to Transact Business in Florida. We will be pleased to cooperate in any way possible but do not understand the charging of fees and penalties prior to the submitting of this application.

Sincerely,

Ronald A. Thomas,
MAI President

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
OFFICE OF THE GENERAL COUNSEL

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

TO FAX NUMBER: (302) 999-1687

Please deliver the following pages to:

NAME: Ronald A. Thomas

COMPANY: MAAR Associates, Inc.

CITY/STATE: Newark, Delaware

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

DATE/TIME: 10/15/99 9:22 AM

NUMBER OF PAGES (including transmittal sheet):2

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

COMMENTS: This is to confirm our conversation yesterday wherein we have discussed the issue of foreign non-qualified penalties and annual report fees due from MAAR Associates, Inc.

Information from the Florida Department of Revenue suggests MAAR has transacted business in Florida since 1995. If this is correct, the amount of \$4665.00 is due reflecting annual report fees and statutory penalties from 1995 of \$1000 per year. To avoid litigation, we would offer to settle this matter for the sum of \$2665.00 reflecting annual report fees from 1995 in the amount of \$665.00, and penalties

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under section 607.502(4), Florida Statutes for the same period assessed at the statutory minimum of \$500 per year.

Upon receipt of a check in that amount payable to the Department of State, Division of Corporations, I will instruct the Division of Corporations to issue MAAR a Certificate of Authority to transact business in Florida. Please mail the check to this attorney at: Office of General Counsel, LL-10, The Capitol, Tallahassee, Florida 32399-0250.

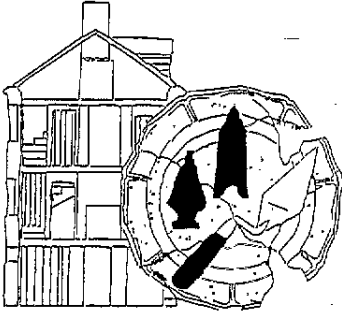
Alternatively, if the application was submitted in error and MAAR has never actually transacted business in Florida before the date of the application, I would need a sworn affidavit from an officer of MAAR indicating under penalty of perjury that the affidavit was submitted in error and facts supporting the conclusion the entity never transacted business in Florida before the date of the application.

I would appreciate your cooperation in the early resolution of this matter. Please do not hesitate to contact me should you have any questions.

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

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

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MAAR Associates, Inc.

- OFFICE: P.O. Box 655, Newark, DE 19715-0655 TEL (302) 996-0713 FAX (302) 999-1687
- OFFICE: P.O. Box 861038, St. Augustine, FL 32086 (904) 794-5795
- LABORATORY: TEL (302) 368-1571 FAX (302) 368-0217
- E-MAIL - maarassoc@aol.com Web Page - <http://members.delaware.net/~maar>

October 15, 1999

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

RE: AFFIDAVIT Concerning Status of Business Operation in Florida

Dear Mr. York:

This is to certify that MAAR Associates, Inc. (MAI) has not, prior to our current operation, conducted any business within the State of Florida from a business office located within the State. The following is submitted in support of this claim:

- I. As we discussed, in 1995, MAI, as a foreign corporation performed an archaeological survey for the City of Ormond Beach under a contract in the amount of \$6,350.00. That work was done in cooperation with American Preservation Consultants, a Cultural Resources Management firm located in St. Augustine. This work constituted the first contract ever performed by MAI in Florida.
- II. In 1999, MAI again performed a cultural resources survey, this time for Flagler County, under a contract in the amount of \$9969.07. That work was also done in cooperation with American Preservation Consultants.
- III. The current application to conduct business in the State of Florida relates to our desire to open a business office in St. John County, St. Augustine for the purpose of undertaking Cultural Resources Management projects. We do not currently have any open contracts but have initiated marketing efforts to assure a viable operation within the State.

As the President of MAAR Associates, Inc., I am, by signing this letter, swearing under penalty of perjury to the accuracy of the above items.

Sincerely,

Ronald A. Thomas,
MAI President

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TALLAHASSEE, FL 99IDA



Department of State

Memorandum Office of the General Counsel

TO: File

FROM: Gerard York, Assistant General Counsel

DATE: October 25, 1999

RE: MAAR Associates, Inc.

Based on my review of the file and information received from the corporation, it is my recommendation that this file be closed. Corporation has indicated in an October 15, 1999 letter it has not transacted business in the state under section 607.1501, Florida Statutes. Corporation indicates the application for a certificate of authority should be treated as prospective only and it is therefore recommended corporation be issued a certificate of authority.

/gty

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99 OCT 26 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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. MAAR Associates, 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. 51-0188921
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 07-1976 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(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. a. 2608 Stephenson Dr. Wilmington, DE 19808
(Principal office address)
- b. P.O. Box 655 Newark, DE 19715-0655
(Current mailing address)
8. To conduct archaeological surveys and preservation planning studies
(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)

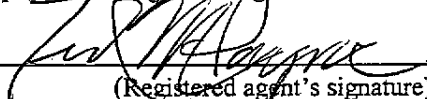
Name: Ted M. Payne

Office Address: 209 Cottoro Lane

St. Augustine, Florida 32086
(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)
Ted M. Payne

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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TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: Ronald A. Thomas

Address: 2608 Stephenson Drive

Wilmington, DE 19808

Vice Chairman: Jessica T. Billy

Address: 1206 Janice Drive

Newark, DE 19713

Director: Christopher B. Thomas

Address: 7 Dunbar Drive

Newark, DE 19711

Director: Mary S. Thomas A.G. Thomas

Address: 3953 St. Armens Circle 3954 St. Armens Circle

Melbourne, FL 32934 Melbourne, FL 32934

B. OFFICERS

President: Ronald A. Thomas

Address: 2608 Stephenson Drive

Wilmington, DE 19808

Vice President: Jessica Billy

Address: 1206 Janice Drive

Newark, DE 19713

Secretary: Jessica Billy

Address: S/A/A

Treasurer: Christopher B. Thomas

Address: 7 Dunbar Road

Newark, DE 19711

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TALLAHASSEE, FLORIDA

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

13. *Ronald A. Thomas*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Ronald A. Thomas, Chairman
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MAAR ASSOCIATES, 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 NINTH DAY OF SEPTEMBER, A.D. 1999.

FILED
99 OCT 26 PM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Handwritten signature of Edward J. Freel in cursive.

Edward J. Freel, Secretary of State

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991342927

AUTHENTICATION:

DATE: 9961385

09-09-99