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August 5, 2004

FILED<sup>2</sup>

AUG 05 2004

Missouri Public  
Service Commission

Mr. Dale Hardy Roberts  
Secretary/Chief Regulatory Law Judge  
Missouri Public Service Commission  
Governor Office Building  
200 Madison Street  
Jefferson City, Missouri 65101

Re: Case No. <sup>TC-2004-0409</sup> ~~EE-2004-0267~~ / ~~EE-2004-0268~~

Dear Mr. Roberts:

Attached for filing is an original and 8 copies of Respondent, Officeplus Corporation of Missouri's Brief.

Thank you for your assistance in bringing this filing to the attention of the Commission, and please call me if you have any questions.

Very truly yours,

*Diana Vuylsteke*

Diana M. Vuylsteke  
DMV:rms  
Attachments

**Bryan Cave LLP**

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Washington, DC

*And Bryan Cave,  
A Multinational Partnership,  
London*

FILED<sup>2</sup>

Missouri Public  
Service Commission

Case No. TC-2004-0409

shall fail to make and file its annual report as and when required or within such extended time as the commission may allow . . . such company shall forfeit to the state the sum of one hundred dollars for each and every day it shall continue to be in default with respect to such report or answer. . . .

A telecommunications company is defined by Section 386.020 (51) as follows:

“Telecommunications company” includes telephone corporations as that term is used in the statutes of this state and every corporation, company, association, joint stock company or association, partnership and person, their lessees, trustees or receivers appointed by any court whatsoever, owning, operating, controlling or managing any facilities used to provide telecommunications service for hire, sale or resale within this state.

When Officeplus stopped doing business on August 18, 1997 and obtained its Certificate of Rescission from the Missouri Secretary of State, it was no longer a “telecommunications company” as defined by Section 386.020 (51). The effect of this Certificate of Rescission was dissolution of Officeplus pursuant to Section 351.476 (RSMo 2000) of Missouri’s General and Business Corporations law. Pursuant to Section 351.476, upon dissolution a corporation continues its existence. However, it may not carry on any business except that appropriate to wind up and liquidate its business. *Mesler v. Director of Revenue*, 983 S.W.2d 605 (Mo. App. 1999). Once a corporation is dissolved, it may not continue business as a going concern. *In re Byrd*, 228 B.R. 435 (Bkrtcy. 1999). Because a dissolved corporation’s only purpose is to wind up its affairs, it cannot engage in the activities which define a “telecommunications company” pursuant to 386.020(51): it cannot own, operate, control or manage any facilities used to provide telecommunications service for hire, sale or resale this state. Because Officeplus was not a telecommunications company once dissolved, it was not subject to the requirement of Section 392.210.1 to file an annual report with the Commission. Accordingly, it is not subject to penalties for failure to file the annual report.

The Commission Staff argues on page 3 of its brief that “it can be surmised” that Officeplus was in the process of winding up its affairs, which “could” include the conduct of business in the state of Missouri. However, whether Officeplus could be considered to be “conducting business”

while winding up its affairs is not the relevant question; rather, the relevant question is whether Officeplus was a telecommunications company as defined in Section 386. 020 (51) at the time it failed to file its annual report. The effect of dissolution under Section 351.476 is to prohibit the conduct of any business other than that appropriate to wind up and liquidate the dissolved corporation's affairs, and this would not include conducting the business of a "telecommunications company". Moreover, even if the Commission did consider the winding up of affairs under Section 351.476 to include the activities of a "telecommunications company", Officeplus cannot reasonably be assumed to have been winding up its affairs in February of 2003 (the time frame when Staff's Complaint alleges Officeplus violated the annual report requirement), which was over 5 years after Officeplus dissolved and over 5 years after the Secretary of State issued its Certificate of Rescission.

Officeplus acknowledges that it failed to comply with the requirement that it notify the Commission of its dissolution and discontinuance of services. Officeplus regrets its failure to provide this notification to the Commission. However, the failure to notify the Commission of dissolution does not give rise to the penalty provisions of 392.210.1. Officeplus respectfully submits that its compliance failure in this case is a lesser offense than failure of a telecommunications company currently operating in Missouri to file an annual report. It is reasonable to conclude that for this reason, the legislature did not provide for penalties arising from a failure to notify the Commission of dissolution similar to those which the legislature provided for failure to file an annual report pursuant to 392.210.1.

Officeplus urges the Commission to find that, due to its corporate dissolution, it is not in violation of Section 392.210.1. However, in the event that the Commission finds that Officeplus was required to file an annual report despite its dissolution, Officeplus requests that the Commission in its discretion allow an exception in this case. Section 392.210 gives the Commission authority to exempt a telecommunications company from the necessity of filing annual reports. Officeplus submits that under Section 392.210, the Commission would have the discretion to excuse it from the

annual report requirement, or to excuse it from an action for penalties, due to the circumstance of its dissolution over 5 years ago.

Respectfully submitted,

BRYAN CAVE LLP

By: *Diana Vuylsteke*

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#### CERTIFICATE OF SERVICE

I hereby certify that the foregoing has been sent by electronic mail to Mary E. Weston, Assistant General Counsel for the Staff of the Missouri Public Service Commission, this 5<sup>th</sup> day of August, 2004.

*Diana Vuylsteke*

# STATE OF MISSOURI



Matt Blunt  
Secretary of State


00277703

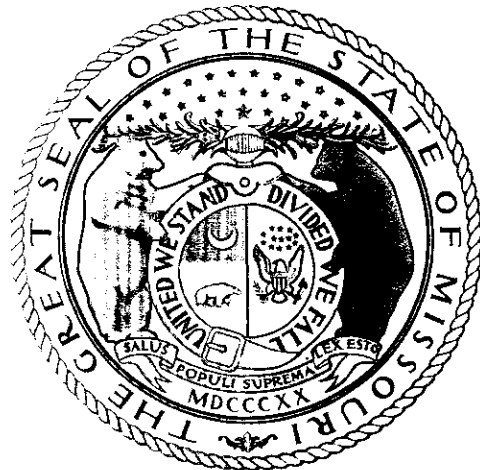
## CERTIFICATE OF CORPORATE RECORDS

### OFFICEPLUS CORPORATION

I, MATT BLUNT, Secretary of the State of the State of Missouri and Keeper of the Great Seal thereof, do hereby certify that the annexed pages contain a full, true and complete copy of the original documents on file and of record in this office for which certification has been requested.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 5th day of August, 2004

  
Secretary of State



Certification Number: 6910309-1 Reference:  
Verify this certificate online at <http://www.sos.mo.gov/businessentity/verification>



Corporations Division  
P.O. Box 778, Jefferson City, MO 65102

State of  
Matt Blunt, S

James C. Kirkpatrick Sr.  
600 W. Main Street, Rm 322, Jefferson City, MO 65101

File Number: 200402824805

Charter # 00277703

Date Filed: 01/16/2004

Matt Blunt

Secretary of State

### Application for Rescinding Administrative Dissolution

(Submit in duplicate with a filing fee of \$55 for General Business, \$25 for Nonprofit)

- (1) The corporation's name is: Office Plus Corporation
- (2) The date of the administrative dissolution was: 8/18/97
- (3) The grounds for administrative dissolution which have been eliminated were:  
(Check all that may apply)
- ☒ Failing to file an annual registration report;
- ☐ Failing to maintain a registered agent or office;
- ☐ Failing to extend the period of duration;
- ☐ Procuring its Charter/Authorization by fraud;
- ☒ Failing to pay/file franchise taxes;
- ☐ Failing to pay any final assessment of employer withholding tax or sales and use taxes, including local sales taxes.
- (4) Attached is a certificate of tax clearance from the Department of Revenue reciting that all state taxes have been paid.

In affirmation of the facts stated above,

Peter Harris  
(Authorized signature of officer or chairman of the Board)

Peter Harris  
(Printed Name)

Vice President  
(Title)

9/4/03  
(Date)

Corp. #50AD (11/00)

State of Missouri  
Reinstate - General Business 5 Page(s)



T0401615647

T0325315700



**STATE OF MISSOURI**  
**Department of Revenue**  
**Division of Taxation and Collection**

**CERTIFICATE OF TAX CLEARANCE**

OFFICEPLUS CORPORATION  
15305 DALLAS PARKWAY #1400  
ADDISON TX 75001

DATE: DECEMBER 15, 2003

MISSOURI CORPORATION CHARTER NUMBER: 00277703

In response to the corporation's request, a review of the tax records has been completed. There are no delinquencies with respect to Missouri state taxes.

This certificate does not limit the Department of Revenue's authority to conduct audits or reviews of the taxpayer's records. Further this certificate does not restrict the Department from pursuing collection of liabilities arising from such audits or reviews.

This certificate does not constitute reinstatement of corporation status or rights. To be reinstated, this certificate must be presented to the Missouri Secretary of State, along with the required application and any other information requested by the Office of the Secretary of State. THIS CERTIFICATE REMAINS VALID FOR 45 DAYS FROM THE ISSUANCE DATE.

Sincerely,

A handwritten signature in black ink, appearing to read "Kenneth M. Pearson", written over a horizontal line.

Kenneth M. Pearson  
Administrator  
Business Tax

PF:DU1301

ENC.

CBN001  
200334900301606

## AFFIDAVIT

### To Whom It May Concern:

OfficePlus Corporation, Charter No. 00277703, Missouri Identification No. 13041673 was incorporated in the State of Missouri on June 24, 1985. According to the 1996 Annual Registration Report for OfficePlus Corporation (a copy of which is attached for reference), the listed President was Jonas Weil and the listed Secretary was Eileen Lambert.

Effective January 16, 1997, OfficePlus Corporation transferred all of its issued and outstanding common stock to ALLIANCE National Incorporated (Nevada corporation) pursuant to a Stock Purchase Agreement dated December 27, 1996. At a meeting of the Board of Directors of OfficePlus Corporation on January 17, 1997, David Beale was appointed as the Chief Executive Officer and President and Alan Langer was appointed as Secretary and Treasurer.

On July 23, 1999, ALLIANCE National Incorporated changed its name to Vantas Incorporated and in June 2000, Vantas Incorporated merged with HQ Global Workplaces, Inc (a copy of the Certificate of Merger is attached). Please be advised that due to foregoing transactions, none of the officers named above are currently employed by OfficePlus Corporation or by its parent company, HQ Global Workplaces, Inc. The current officers of OfficePlus Corporation are: John Halpern, Chief Executive Officer and President and Peter Harris, Vice President and Secretary.

As indicated on the Missouri 1988 through 1994 Annual Registration Reports that are on file with the Missouri Secretary of State (copies of which are attached for reference), OfficePlus Corporation had less than \$200,000 in assets in the State of Missouri and therefore was not liable for submitting franchise taxes or franchise tax reports during such period.

As described herein, the former officers of OfficePlus Corporation are not employed or affiliated with either OfficePlus Corporation or its parent company and therefore we are unable to obtain their signatures on any Missouri Annual Reports. As the current officer of OfficePlus Corporation, I am submitting Annual Reports for years 1997 through 2003. OfficePlus Corporation will also be submitting Franchise Reports for 1997, 1999, 2000 and 2002. Franchise Reports for 1998 and 2001 were previously submitted to the Department of Revenue.

Dated: 9/4/03, 2003

**OFFICEPLUS CORPORATION**

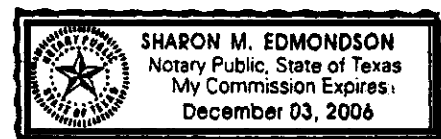
By: 

Its: Vice President & Secretary

STATE OF TEXAS           )  
                                      ) SS.  
COUNTY OF DALLAS       )

I, Sharon Edmondson a notary public, do hereby certify that on this 4<sup>th</sup> day of September, 2003, personally appeared before me Peter H. Harris who, being first duly sworn, declared that he is the C.O.O. of OfficePlus Corporation, that he signed the foregoing document as the C.O.O. of the Corporation and that the statements therein contained are true.

Sharon M. Edmondson  
Notary Public



# State of Missouri



Matt Blunt  
Secretary of State

## CERTIFICATE OF RESCISSION

I, MATT BLUNT, Secretary of State of the State of Missouri, hereby certify that the forfeiture/administrative dissolution entered against

*OFFICEPLUS CORPORATION*  
00277703

on the 18th day of August, 1997, as provided in the General and Business Corporation Law was this day rescinded, and said corporation was on this date hereby restored to good standing in the records of this office.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 16th day of January, 2004.

*Matt Blunt*

Secretary of State

