

BAUR, MILLER & WEDNER, P.A.

ATTORNEYS AT LAW

1000 BROWARD BLVD., SUITE 200
MIAMI, FLORIDA 33132-2100
TELEPHONE (305) 571-1111
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November 2, 1995

Marc W. Dunbar, Esq.
Office of the Attorney General
Florida Department of State
LL10-The Capitol
Tallahassee, FL 32399-0250

VIA FEDERAL EXPRESS

Re: D.O.T. Properties N.V.
Application to Transact Business in Florida
Our File No. 1764-1

Dear Mr. Dunbar:

In furtherance of our recent discussions respecting this matter, I have enclosed the following respecting the application by our client, D.O.T. Properties N.V., for authority to transact business in Florida:

Our trust account check in the amount of \$5,490.00, for the following:

- a. \$5,481.25 for all past due annual report fees, penalties, etc. owed by D.O.T. Properties N.V.
- b. \$8.75 for a Certificate of Status.

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-11/13/95--01041--017
***5490.00 ***5490.00

It is my understanding that the Division of Corporations will shortly be contacting me to discuss the issue of charter tax liability. Please advise the Division to provide me with the form used to compute same.

With the exception of the charter tax, if any, as determined by the Division of Corporations, it is my understanding that D.O.T. Properties N.V. has now fully complied with all State requirements respecting this matter.

Once again, thank you for your cooperation throughout this matter.

Very truly yours,

Christopher J. Klein

CJK/ec
encl.
cc. D.O.T. Properties N.V.(with enclosures)

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-11/13/95--01041--018
*****70.00 *****70.00

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MIAMI, FLORIDA 33132-2100
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FACSIMILE (305) 571-1101

October 26, 1995

Marc W. Dunbar, Esq.
Office of General Counsel
Florida Department of State
LL10-The Capitol
Tallahassee, FL 32399-0250

VIA FEDERAL EXPRESS

Re: D.O.T. Properties N.V.
Application to Transact Business in Florida
Our File No. 1764-1

OCT 27 1995

Office of General Counsel
Department of State

Dear Mr. Dunbar:

As we have discussed, I have enclosed the following respecting the application by our client, D.O.T. Properties N.V., for authority to transact business in Florida:

1. Transmittal Letter
2. Duly executed Application by Foreign Corporation for Authorization to Transact Business in Florida, including duly authenticated Certificate of Existence attached thereto
3. Our Trust Account Check in the amount of \$70.00 payable to the Florida Department of State

It is my understanding that you will retrieve the file from the Division of Corporations, review same and thereafter contact me so that we can discuss the State's final position respecting penalties, etc.

As we discussed, notwithstanding the application, our client does not think that it "conducted business" in Florida during each year from 1981 through the present. Our client's activities in Florida were limited to the ownership and incidental sale of real property. During some of the years, our client also received nominal income from a billboard situated on the property.

Very truly yours,

Christopher J. Klein

CJK/ec
encl.
cc. D.O.T. Properties N.V. (with enclosures)

TRANSMITTAL LETTER

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

SUBJECT: D.O.T. Properties N.V.
(Name of corporation)

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:

Christopher J. Klein, Esq.
(Name of Person)
Baur, Miller & Webner, P.A.
(Firm/Company)
100 N. Biscayne Blvd., 21st Floor
(Address)
Miami, FL 33132
(City, State and Zip Code)

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

Christopher J. Klein, Esq. at (305) 377-3561
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Registration Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Registration Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 23, 1995

Mr. Christopher J. Klein, Esq.
Baur, Miller, & Webner, P.A.
21st Floor New World Tower
100 North Biscayne Blvd.
Miami, FL 33132-2306

Re: D.O.T. Properties N.V.

Dear Mr. Klein:

Pursuant to our telephone conversation, the purpose of this letter is to memorialize our agreement regarding the above-referenced corporation. The Department of State agrees to begin qualifying this foreign corporation to do business in Florida following receipt of payment in the amount of \$5,481.25. The Department of State further agrees that the above amount represents full payment of all past penalties and annual report fees which have accrued in this matter.

As I stated in our telephone conversation, this corporation's qualification is still subject to a review by analysts with the Division of Corporations for application sufficiency and charter tax liability. I appreciate your assistance in resolving this matter. Please call me at 904/414-5536 if you have any questions.

Respectfully,

Marc W. Dunbar
Assistant General Counsel

MWD/idi



Department of State
Memorandum Office of the General Counsel

TO: File

FROM: Marc W. Dunbar, Assistant General Counsel

DATE: November 7, 1995

RE: D.O.T. Properties N.V.

Based on a review of the file and the payment provided by this corporation, it is my recommendation that this file be closed and this corporation be qualified to do business. This corporation has paid all outstanding penalties and fees in the amount of \$5,481.25 and now wishes to be qualified to do business in this state.

MWD/mwd

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. D.O.T. Properties N.V.
(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. Netherlands Antilles
(State or country under the law of which it is incorporated)
3. 98-0064274
(FEI number, if applicable)
4. Dec. 5, 1980
(Date of Incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. January 1, 1981
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. D.O.T. Properties N.V., c/o Christopher J. Klein, Esq.
Baur, Miller & Webner, P.A., 100 N. Biscayne Blvd., 21st Floor
(Current mailing address) Miami, Florida 33132
real estate operations and all other lawful purposes
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:**
Name: Christopher J. Klein, Esq.
Baur, Miller & Webner, P.A.
Office Address: 100 N. Biscayne Blvd., 21st Floor
Miami, Florida, 33132
(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.

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

A. DIRECTORS

Chairman: N/A (see Managing Directors)

Address: _____

Vice Chairman: N/A (see Managing Directors)

Address: _____

Managing Director: Ian Dennis Fair

Address: Sea Grape House
Eastern Road, New Providence, Bahamas

Managing Director: Steven Elvis Carey

Address: 3 Harrow Avenue, Westward Villas
Cable Beach, New Providence, Bahamas

B. OFFICERS

President: N/A (see Managing Directors)

Address: _____

Vice President: N/A (see Managing Directors)

Address: _____

Secretary: Joan Lynn Thompson

Address: 8 York Avenue
Gleniston Gardens, New Providence, Bahamas

Treasurer: N/A (see Managing Directors)

Address: _____

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

*SEE ADDENDUM

13. X

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

14. Ian Dennis Fair, as Managing Director

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

ADDENDUM

Managing Director: MeesPierson Trust (Curacao) N.V.
14 John B. Gorsiraweg
Curacao, Netherlands Antilles



lp

The Undersigned:

Adèle Pauline van der Pluijm-Vrede, a Civil-Law Notary,
residing in Curacao,

herewith certifies:

that the limited liability company:
"D.O.T. PROPERTIES N.V."

has been legally incorporated by notarial deed executed on
December 5th, 1980 before mr H.A. Sperwer at that time a Civil-
Law Notary of Curacao;

that on a draft of the deed of incorporation the declaration
of no-objection, referred to in article 38 of the Commercial Code
of the Netherlands Antilles, was issued by the Minister of
Justice of the Netherlands Antilles, on December 5th, 1980, under
number 6985/N.V.;

that the registered office of the company is:

J.B. Gorsiraweg nr. 6
Curacao
Netherlands Antilles

that according to the information received by the Chamber of
Commerce of Curacao, the managing directors of the company are:

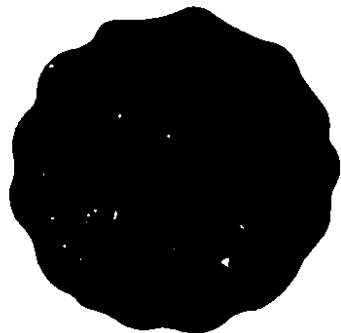
1. MeesPierson Trust (Curacao) N.V., established in Curacao,
Netherlands Antilles;
2. Mr. Ian D. Fair, residing at P.O. Box SS-5539, Nassau Bahamas;
3. Mr. Steven Carey, residing at 3 Harrow Avenue Westward Villas
Cable Beach, New Providence, Bahamas;

that the limited liability company
"D.O.T. PROPERTIES N.V."

is legally existing and in good standing under the laws of the
Netherlands Antilles.

IN WITNESS WHEREOF, I have set my hand
hereunto after having affixed my official seal of office.

Curacao, October 20th, 1995



05 OCT 1995 11:25
NOTARY PUBLIC
CURACAO