

TRANSMITTAL LETTER

F98000003920

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: RIVA YACHTS US, INC.
(Name of corporation - must include suffix)

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:

100002576171--8
-06/30/98--01050--004
*****78.75 *****78.75

R. LEE MARKS
(Name of Person)

RIVA YACHTS US, INC.
(Firm/Company)

357 PIER ONE ROAD
(Address)

STEVENSVILLE, MD 21666
(City/State/Zip)

~~498-15024~~

P. 418

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

R. LEE MARKS at (410) 643-5400 X213
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

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

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

4-7/10

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 30, 1998

R. LEE MARKS
RIVA YACHTS U.S., INC.
357 PIER ONE RD
STEVENSVILLE, MD 21666

SUBJECT: RIVA YACHTS U.S., INC.
Ref. Number: W98000015024

We have received your document for RIVA YACHTS U.S., 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):

The entity's date of incorporation/organization must be listed in the document.

The entity's period of duration must be listed on the application. Please insert the word "perpetual", if a specific date of dissolution or term of existence has not been specified.

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 \$1150.00.

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) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 298A00035613

Riva

July 7, 1998

Attn: Hart Collins
Senior Corporate Section Administrator
Florida Department Of State
Division of Corporations
409 East Gaines St.
Tallahassee, FL 32314

Re: Riva Yachts U.S., Inc.
Ref. Number: W98000015024

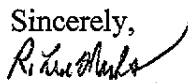
Dear Hart Collins:

Enclosed please find the following documents to complete the filing process for Riva Yachts U.S., Inc.:

1. Application By Foreign Corporation For Authorization To Transact Business In Florida with the Date Of Incorporation (Blank #4) and Duration (Blank #5) now completed.
2. Sworn Affidavit stating our policy / procedure for approving sales agreements / orders for our Florida Office and that this policy / procedure has been followed.

Pursuant to section 607.1501 (f), we believe our activities, which have followed the above noted policy / procedure, in the State of Florida from November 1997 until the present time did not "constitute transacting business within the meaning of subsection (1)". Therefore, we do not believe we owe any civil penalty of \$1,000.00 or the annual report fee of \$150.00 for the year 1997.

If you have any questions or need any additional information regarding this matter, please contact me at 410-643-5400 x213 or by fax to my attention at 410-643-7610.

Sincerely,

R. Lee Marks
Controller

Riva

July 7, 1998

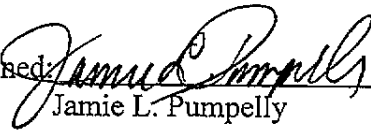
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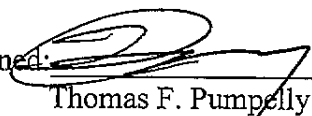
RE: Riva Yachts U.S., Inc.
Approval of Sales Agreements / Orders - Florida Office

All orders or sales agreements for boat purchases through our Florida Office of Riva Yachts U.S., Inc. must be approved by Management, specifically Jamie and Thomas Pumpelly, at our corporate office located at 357 Pier One Road, Stevensville, MD 21666 before they become Sales Contracts that are legally binding upon the corporation.

The above policy / procedure has been in place and followed from the start of activities at our Florida Office in November 1997 until the present time and will continue to be followed until such a time management of the corporation changes this policy / procedure.

The above statements are true and correct to the best of my knowledge.

Signed: 
Jamie L. Pumpelly
Chairman & President

Signed: 
Thomas F. Pumpelly
Vice Chairman & Vice President

Date: 7/8/98

Date: 7/8/98

Notary:

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 10 PM 12:28

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. RIVA YACHTS U.S. 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. MARYLAND (State or country under the law of which it is incorporated) 3. 52-2093235 (FEI number, if applicable)

4. 8/5/97 (Date of Incorporation) 5. PERPETUAL (Duration: Year corp. will cease to exist or "perpetual")

6. NOVEMBER 1997 (Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 357 PIER ONE ROAD
STEVENSVILLE, MD 21666 (Current mailing address)

8. YACHT AND BOAT SALES (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: ARTHUR COOK
Office Address: 1535 SE 17TH ST, SUITE 121
FORT LAUDERDALE, Florida, 33316 (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.

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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: JAMIE L. PUMPELLY

Address: 357 PIER ONE Rd.

STEVENSVILLE, MD 21666

Vice Chairman: THOMAS F. PUMPELLY

Address: 357 PIER ONE Rd.

STEVENSVILLE, MD 21666

Director: _____

Address: _____

Director: _____

Address: _____

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

President: JAMIE L. PUMPELLY

Address: 357 PIER ONE Rd.

STEVENSVILLE, MD 21666

Vice President: THOMAS F. PUMPELLY

Address: 357 PIER ONE Rd.

STEVENSVILLE, MD 21666

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. Jamie L. Pumpy
(Signature of Chairman, Vice Chairman, of any officer listed in number 12 of the application)

14. JAMIE L. PUMPELLY, CHAIRMAN & PRESIDENT
(Typed or printed name and capacity of person signing application)

STATE OF MARYLAND

642136

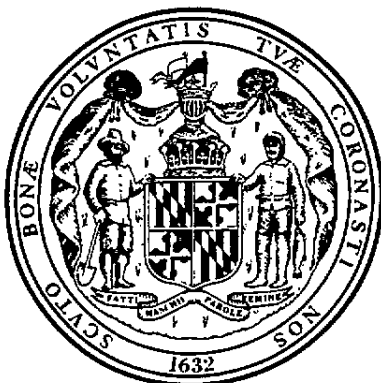
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

I, GLORIA J. WATSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATE CHARTERS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT RIVA YACHTS U.S., INC. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND SAID CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN THE STATE OF MARYLAND.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE THIS 12TH DAY OF JUNE, 1998.

Gloria J. Watson
GLORIA J. WATSON
OFFICE SUPERVISOR II