

F00000003048
SALUSSOLIA
SOCIATES
TALLAHASSEE, FLORIDA

FIRST UNION FINANCIAL CENTER
200 S. BISCAYNE BLVD. • SUITE 4815
MIAMI, FLORIDA 33131

TELEPHONE: (305) 373-7016
FACSIMILE: (305) 373-7017
E-MAIL: SALUSSOLIA@AOL.COM

February 3, 2000

Via U.S. Mail

Qualification/Tax Lien Section
Division of Corporation
P.O. Box 6327
Tallahassee, FL. 323114

Re: NINE ISLAND LTD., INC.

000003129660--1

-02/09/00--01070--001

*****78.75 *****78.75

000003129660--1

-05/26/00--01121--004

***2615.00 ***2615.00

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:

Piero Salussolia, Esq.
Salussolia & Associates
200 S. Biscayne Boulevard
Suite 4815
Miami, FL. 33131

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TALLAHASSEE, FLORIDA

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

Piero Salussolia, Esq. at: Tel.: 305-373-7016 - Fax: 305-373-7017

Please note that enclosed is a check N.1576 in the amount of \$78.75 for Filing Fee & Certificate of Status.

Sincerely,

SALUSSOLIA & ASSOCIATES

Piero Salussolia, Esq.
Secr. ltr

F00-3048
9-5-30
[Handwritten signatures and stamps]



Department of State

Memorandum Office of the General Counsel

TO: File

FROM: Gerard York, Assistant General Counsel

DATE: May 24, 2000

RE: Nine Island Ltd., Inc.

Based on my review of the file and the payments received from the corporation, it is my recommendation that this file be closed. Corporation has paid outstanding report fees from 1996 of \$615.00 and foreign non-qualified penalties for the same period of \$ 2000.00 assessed at the statutory minimum of \$ 500.00 per year and wishes to be qualified to do business in the State of Florida. Accordingly, it is recommended corporation be issued a certificate of authority.

/gtv

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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: (305) 751-7779

Please deliver the following pages to:

NAME: D. Michael Lewis, Certified Public Accountant

COMPANY: D. Michael Lewis, P.A.

CITY/STATE: Miami, Florida

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

DATE/TIME: 05/10/00 1:52 PM

NUMBER OF PAGES (including transmittal sheet):2

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

COMMENTS: This communication is to confirm our recent conversation regarding Nine Island, Ltd., Inc.

If we assume Nine Island, Ltd., Inc. has been transacting business in Florida since 1996, annual report fees and statutory penalties in an amount of \$4615.00 are now due under section 607.1402(4), Florida Statutes. However, to avoid litigation, we would offer to settle the issue of foreign non-qualified penalties and annual report fees due for the sum of \$2615.00, reflecting penalties at the statutory minimum of \$500.00 per year. I would also need to obtain a notarized affidavit from a corporate officer explaining the nature of any activities in 1996, in light of the fact that,

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TALLAHASSEE, FLORIDA

notwithstanding Florida Department of Revenue records, the application indicates the entity transacted business in Florida beginning 1997.

If, however, the application is correct and Nine Island, Ltd., Inc. has been transacting business in Florida since 1997, annual report fees and statutory penalties in an amount of \$3450.00 are now due under section 607.1402(4), Florida Statutes. However, to avoid litigation, we would offer to settle the issue of foreign non-qualified penalties and annual report fees due for the sum of \$1950.00, reflecting penalties at the statutory minimum of \$500.00 per year.

Upon receipt of a check in this amount payable to the Department of State, Division of Corporations, I would instruct the Division of Corporations to issue Nine Island, Ltd., Inc., a Certificate of Authority to transact business in Florida. The check should be mailed to this attorney at: Office of General Counsel, LL-10, The Capitol, Tallahassee, Florida 32399-0250.

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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TALLAHASSEE, FLORIDA

TO: Gerry York, General Counsel's Office
FROM: Gretchen S. Harvey, Registration Section
DATE: May 9th, 2000
SUBJECT: NINE ISLAND LTD., INC.
REFERENCE: W00000003838

RECEIVED

MAY 10 2000

Office of General Counsel
Department of State

Pursuant to Mr. Lewis' letter of May 4TH, the attached documents and correspondence are being forwarded to you for appropriate handling.

Please note the attached documents appear to meet the filing requirements stipulated in Chapter 607, Florida Statutes, with the exception of any penalty or annual report fees that may be due this office.

Should you have any further questions concerning this matter, please do not hesitate to get in touch.

/gsh

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D. MICHAEL LEWIS, P.A.

Certified Public Accountant

475 NORTHEAST 50TH TERRACE
MIAMI, FLORIDA 33137

TELEPHONE (305) 751-1120
FACSIMILE (305) 751-7779
E-MAIL: mlewiscpa@aol.com

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 4, 2000

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Letter Number: 000A00007375
Date of Notice: February 11, 2000
Ref. Number: W00000003838

Nine Island, Ltd. (the "Taxpayer")
Identification Number: 65-0378414

Dear Ms. Cline:

We are in receipt of the above referenced letter (copy attached).

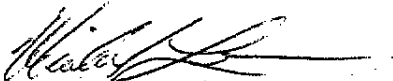
The Taxpayer is a foreign corporation chartered under the laws of the British Virgin Islands. Taxpayer owns some residential real property located in Miami Beach, Florida. During 1997, Taxpayer began to collect rental income on said property. Said income was reported on their F-1120 income tax return.

We feel that the Florida statutes are vague as to whether collection of rent on residential real property is considered transacting business in Florida. Taxpayer did not think that they were required to qualify with the state of Florida or file an annual report. When Taxpayer received your 1999 request for determination as to whether they should register, they contacted their legal council, who determined that it was in the best interest of the corporation to register.

We kindly ask that you waive the penalty of \$4,000.00 for transacting business in Florida without registering. The delay in filing was not a willful disregard of the laws of Florida. The Taxpayer complied with all other Florida rules and regulations. Furthermore, please realize that the purpose of registration is to allow access to Florida courts, which the corporation has not and does not (hopefully) plan on doing. The penalty seems to be excessive compared to the benefit.

Once again, the delay was not a willful disregard for the law and we respectfully ask for a waiver of the penalty. Please feel free to contact me at 305-751-1120, should you have any questions.

Sincerely,



Michael Lewis



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 11, 2000

PIERO SALUSSOLIA
SALUSSOLIA & ASSOCIATES
200 S. BISCAYNE BLVD., SUITE 4815
MIAMI, FL 33131

SUBJECT: NINE ISLAND LTD., INC.
Ref. Number: W00000003838

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for NINE ISLAND LTD., 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 NINE ISLAND LTD., INC. 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), 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/uniform business 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/uniform business report and penalty fees is \$4,245.00.

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.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 000A00007375

**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. NINE ISLAND LTD., 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. BRITISH VIRGIN ISLANDS

(State or country under the law of which it is incorporated)

3. 98-0177764

(FEI number, if applicable)

4. October 25, 1996

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. January, 97

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

7. 200 South Biscayne Blvd., Suite 4815

Miami, FL. 33131

(Current mailing address)

8. Real Estate Investments

(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: Piero Salussolia

Office Address: 200 S. Biscayne Blvd., Suite 4815

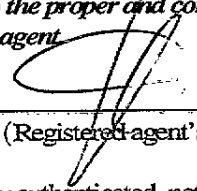
Miami

Florida, 33131

(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: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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TALLAHASSEE, FLORIDA

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: **JURIS MAGISTER BVI LIMITED**

Address: **YAMRAJ BUILDING, 197 Main Street**

Road Town Tortola, British Virgin Islands

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

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

President: _____

Address: _____

Vice President: _____

Address: _____

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. _____

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



TERRITORY OF THE BRITISH VIRGIN ISLANDS
THE INTERNATIONAL BUSINESS COMPANIES ACT
(CAP. 291)

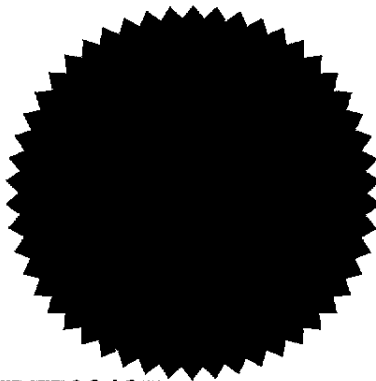
CERTIFICATE OF GOOD STANDING (Section 114)

No. 203848

NINE ISLAND LTD.

The Registrar of Companies of the British Virgin Islands
HEREBY CERTIFIES that:

1. The above company was duly incorporated under the provisions of the International Business Companies Act, (Cap.291) on the 25th day of October, 1996 as Company No. 203848 of the register of International Business Companies.
2. The name of the Company is still on the register of International Business Companies and the company has paid all fees, licence fees, and penalties due and payable under the provisions of sections 104 and 105 of the said Act.
3. The company has not submitted to me articles of merger or consolidation that have not yet become effective.
4. The company has not submitted to me articles of arrangement that have not yet become effective.
5. The company is not in the process of being wound up and dissolved.
6. No proceedings have been instituted to strike the name of the company off the said register.
7. In so far as is evidenced by the documents filed with me the company is in good legal standing.



Given under my hand and seal
at Road Town, Tortola in the
Territory of the British Virgin Islands
this 6th day of January, 2000

Ag. Asst. [Signature]
REGISTRAR OF COMPANIES

CRTI0043H



TRANSMISSION RESULT REPORT (MAY 10 '00 01:56PM)

DEPT STATE

(AUTO)

THE FOLLOWING FILE(S) ERASED

FILE	FILE TYPE	OPTION
006	MEMORY TX	

TEL NO.

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PAGE RESULT

02/02 OK

ERRORS

1) HANG UP OR LINE FAIL 2) BUSY 3) NO ANSWER 4) NO FACSIMILE CONNECTION



FLORIDA DEPARTMENT OF STATE

**Katherine Harris
Secretary of State**

OFFICE OF THE GENERAL COUNSEL

FACSIMILE TRANSMITTAL

TO FAX NUMBER: (305) 751-7779

Please deliver the following pages to: