

# FO1000004471

FOWLER, WHITE, BURNETT, HURLEY, BANICK & STRICKROOT  
A PROFESSIONAL ASSOCIATION

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STUART H. ALTMAN  
IVETTE L. ARANGO  
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BANK OF AMERICA TOWER  
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WEST PALM BEACH, FLORIDA 33401  
TELEPHONE (561) 802-9044  
FACSIMILE (561) 802-4107

WWW.FOWLER-WHITE.COM

REPLY TO MIAMI OFFICE

January 22, 2001

Florida Department of State  
Att: Gerard T. York  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Fl. 32314

700003851587--3

-08/06/01--01013--020

\*\*\*70.00 \*\*\*70.00

Re: Lidece Investment and Real Estate N.V.

700003851587--3

-03/13/01--01025--015

\*\*\*4128.75 \*\*\*4128.75

Dear Mr. York:

Enclosed please find a check in the amount of \$4,128.75, which represents the first of three installments pursuant to our settlement agreement. This will also confirm that after all payments have been sent, you will send a certificate of good standing from the Department of State that the above referenced corporation is authorized to transact business in Florida. Thank you.

Yours sincerely,

FOWLER, WHITE, BURNETT, HURLEY,  
BANICK & STRICKROOT, P.A.

Ivette L. Arango

700003851587--3

-08/06/01--01013--021

\*\*\*4128.75 \*\*\*4128.75

700003851587--3

-08/22/01--01035--006

\*\*\*120.00 \*\*\*120.00

700003851587--3

-04/20/01--01035--001

\*\*\*4128.75 \*\*\*4128.75

Enclosure	
Name (a) W:4924 LETTER MAIL (1/23/170:32)	
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
M. P. Verifier	

AR FF - \$1886.25

PP - \$10,500.00

CT - \$120.00

October 20, 2000

LIDECE INVESTMENT & REAL ESTATE NV  
9240 SW 72ND ST STE 204  
MIAMI, FL 33173-3263

FEI #: 98-0044333

To Whom It May Concern:

Based upon a comparison of our corporate database with data provided by the Florida Department of Revenue, it appears that this corporation may be transacting business in Florida without authority from the Florida Department of State, Division of Corporations, to do so.

According to data obtained from the Florida Dept. of Revenue in accordance with section 213.053(14), Florida Statutes, this entity is currently registered as obligated to file a corporation income tax return with the State of Florida. Because the corporation conducts sufficient business activities within the state of Florida to warrant its compliance with Florida's revenue laws, it is incumbent upon the corporation to review and determine whether and how sections 607.1501-607.1532, Florida Statutes, (a copy of which are enclosed) apply to its present situation.

If, after reviewing the enclosed, you determine the corporation is presently transacting business in Florida within the meaning of s. 607.1501, F.S., complete and submit the enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida" along with the appropriate fees and documentation. If the corporation is not presently transacting business in Florida, complete and submit the enclosed "Statement Concerning Authority to Transact Business in Florida by a Foreign Corporation".

To avoid the necessity of any further action on the part of this office, you must return one of the appropriate forms mentioned above within the next thirty (30) days. Should you have any questions regarding this matter, you may call the Registration/Tax Lien Section at (850) 487-6091, or write P.O. Box 6327, Tallahassee, Florida 32314.

**PLEASE NOTE THE DIVISION OF CORPORATIONS RECOMMENDS THAT CORPORATE DOCUMENTS BE REVIEWED BY YOUR LEGAL COUNSEL. THE DIVISION OF CORPORATIONS IS MERELY A FILING AGENCY AND AS SUCH DOES NOT RENDER ANY LEGAL, ACCOUNTING, OR TAX ADVICE. THE PROFESSIONAL ADVICE OF YOUR LEGAL COUNSEL TO ASCERTAIN EXACT COMPLIANCE WITH ALL STATUTORY REQUIREMENTS IS STRONGLY RECOMMENDED.**

Division of Corporations



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

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## **FACSIMILE TRANSMITTAL**

**TO FAX NUMBER:** 305-789-9201

**Please deliver the following pages to:**

**NAME:** Ms. Yvette L. Arango, Esq.,

**COMPANY:** Fowler, White, Burnett...

**CITY/STATE:** Miami, Florida

**SENDER:** Gerard T. York, Esq.,  
Assistant General Counsel  
(850) 414-5514

**DATE/TIME:** 12/20/00 1:27 PM

**NUMBER OF PAGES (including transmittal sheet):**2

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

**COMMENTS:** This communication is in response to your communication of December 19, 2000 regarding annual report fees and statutory penalties which would be assessed against your client, Lidece Investment and Real Estate, N.V., under section 607.1502(4), Florida Statutes.

If your client has transacted business in Florida since 1979, as that term is defined in section 607.1501, Florida Statutes, an amount of \$22886.25 is due, reflecting annual report fees from 1979 of \$1886.25 and statutory penalties of \$21000.00.

**Please note this amount excludes any charter taxes due for the period from 1979 until July 1, 1987.**

**We would offer to settle the issue of annual report fees and foreign non-qualified penalties from your client for the sum of \$12386.25 reflecting annual report fees from 1979 of \$1886.25 and penalties from 1979 of \$10500.00 assessed at the statutory minimum of \$500.00 per year. This offer remains in effect until January 31, 2001. The Division of Corporations will fax you separately a form for the payment of applicable charter taxes.**

**Upon completion of the application and receipt of a check in that amount (plus applicable charter taxes) payable to the Department of State, Division of Corporations, I will instruct the Division of Corporations to issue Lidece Investment and Real Estate, N.V., 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.**

**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**

## LAW OFFICES

## FOWLER, WHITE, BURNETT, HURLEY, BANICK &amp; STRICKROOT

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FACSIMILE (561) 802-4107

WWW.FOWLER-WHITE.COM

REPLY TO MIAMI OFFICE

December 19, 2000

VIA FACSIMILE: 850-487-2214

Florida Department of State  
Attn: Jerry York  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

Re: Lidece Investment and Real Estate N.V.

Dear Mr. York:

This is to confirm our telephone conversation on November 30, 2000. The facts pertaining to my question whether the above referenced company is transacting business in the state of Florida pursuant to Florida Statutes Section 607.1501 are as follows:

1. Lidece Investment and Real Estate N.V., hereinafter referred to as "Lidece", is a limited liability company established in Curaçao, Netherlands Antilles.
2. The managing directors of Lidece are foreigners and reside in Curaçao, Netherlands Antilles and Caracas, Venezuela.
3. Lidece bought a small "strip" shopping center located in Miami-Dade County, in April 1979 and has filed all required state and federal income tax and sales tax returns and paid all applicable taxes.
4. Lidece leased portions of the property to various tenants who operate retail businesses.
5. Lidece was acting under the belief that the tenants were, in actuality, the entities that were transacting business on the property.

Florida Department of State  
December 19, 2000  
Page 2

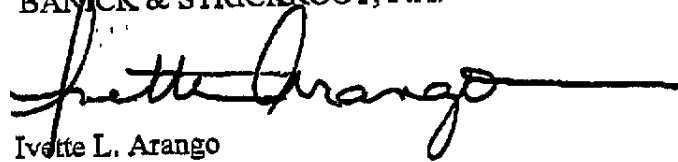
Pursuant to our telephone conversation on November 30, 2000, Lidece may have been required to submit an application for authorization to transact business in Florida, and may be subject to the civil penalty enumerated in Florida Statutes Section 607.1502. In an effort to resolve this matter expeditiously, you and I agreed that the Department of State would impose the minimum penalty of \$500 per year in full satisfaction of all amounts payable to the State by Lidece and that a settlement offer from the Department of State would be sent accordingly.

This is an offer of settlement, is not an admission of liability and shall not be admissible as evidence in any administrative or judicial proceeding which may be instituted if the matter is not amicably settled.

Please do not hesitate to contact me if you need additional information and thank you for your attention to this matter.

Sincerely yours,

FOWLER, WHITE, BURNETT, HURLEY,  
BANICK & STRICKROOT, P.A.



Ivette L. Arango

FOWLER, WHITE, BURNETT,  
HURLEY, BANICK & STRICKROOT, P.A.BANK OF AMERICA TOWER  
SEVENTEENTH FLOOR  
100 SOUTHEAST SECOND STREET  
MIAMI, FLORIDA 33131  
(305) 789-9200

## FAX TRANSMITTAL

Date: Thursday, January 04, 2001 2:58:56 PM  
Number of pages including this cover sheet: 02

To:	Gerard T. York	
Fax Number:	850 487-2214	
From:	Ivette L. Arango	
Fax Number:	(305) 789-9201	Telephone Number: 305-789-9200
Matter Number:	49267	
Copies To:		
Remarks:	Please see attached letter.	

*Photocopy should be taken of this transmission if it is to be retained since facsimile paper has limited storage life.*

THE INFORMATION CONTAINED IN THIS FACSIMILE MESSAGE IS ATTORNEY PRIVILEGED AND CONFIDENTIAL INFORMATION INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR ENTITY NAMED ABOVE. IF THE READER OF THIS MESSAGE IS NOT THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION OR COPYING OF THIS COMMUNICATION IS STRICTLY PROHIBITED. IF YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR, PLEASE IMMEDIATELY NOTIFY US BY TELEPHONE (IF LONG DISTANCE, PLEASE CALL COLLECT) AND RETURN THE ORIGINAL MESSAGE TO US AT THE ABOVE ADDRESS VIA THE U.S. POSTAL SERVICE. THANK YOU.

**PLEASE NOTIFY US IMMEDIATELY BY CALLING (305) 789-9200, IF THERE IS ANY PROBLEM.**

## LAW OFFICES

**FOWLER, WHITE, BURNETT, HURLEY, BANICK & STRICKROOT**  
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REPLY TO MIAMI OFFICE

January 4, 2001

VIA FACSIMILE: 850-487-2214

Florida Department of State  
Att: Gerard T. York  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Fl. 32314

Re: Lidece Investment and Real Estate N.V.

Dear Mr. York:

This is to confirm that you will receive \$12,386.25, which represents the agreed upon settlement for the above referenced matter, in three installments. Accordingly, please expect the first check in the amount of \$4,128.75 on January 31, 2001 and subsequent checks in equal amounts on April 30, 2001 and July 31, 2001.

Please send to this office any forms necessary to reflect this settlement agreement as well as required forms to be completed for the year 2001. Also, please advise whether the corporate fee for the corporation for the year 2001 should be paid at this time. Thank you.

Sincerely yours,

FOWLER, WHITE, BURNETT, HURLEY,  
BANICK & STRICKROOT, P.A.

*Ivette L. Arango* 1/4/01  
Ivette L. Arango

[a] WM49267ALETTR114.ILA{1/4/1-14:57}

*Lu w/ Arango  
re brous*





**FLORIDA DEPARTMENT OF STATE**  
Katherine Harris  
Secretary of State

March 21, 2001

LIDECE INVESTMENT & REAL ESTATE NV  
9240 SW 72ND ST STE 204  
MIAMI, FL 33173-3263

FEI #: 98-0044333

**To Whom It May Concern:**

The Florida Department of State, Division of Corporations has not received an appropriate written response to our letter dated October 20, 2000, regarding the above named corporation's business activities in Florida. A copy of this letter is enclosed for your convenience.

Because it appears the corporation may be transacting business within the meaning of section 607.1501, Florida Statutes, and the Division of Corporations is responsible for administering the provisions of Chapter 607, Florida Statutes, it is imperative that the corporation submit an appropriate written response to our office.

If the corporation is transacting business, it must submit the required application, certificate of status, and fees to register the corporation to transact business in Florida. If the corporation is not transacting business, it must submit the "Statement Concerning Authority to Transact Business in Florida by a Foreign Corporation."

The appropriate forms, relative statutes, and filing fee information were previously mailed with our letter of October 20, 2000. If you need additional information or another form, you may call the Registration/Tax Lien section at (850) 487-6091 or write P.O. Box 6327, Tallahassee, FL 32314.

**In the event the corporation does not submit an appropriate written response within 30 days from the date of this letter, This matter will be transferred to the Florida Department of State's General Counsel's office for appropriate action.**

Division of Corporations

Enclosures

LAW OFFICES  
FOWLER WHITE BURNETT  
BANK OF AMERICA TOWER  
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100 SOUTHEAST SECOND STREET  
MIAMI, FLORIDA 33131  
(305) 789-9200

## FAX TRANSMITTAL

Date: March 23, 2001

Number of pages: 3  
(Excluding transmittal page)

To:	Gerry York
Fax Number:	1-850-487-2214
From:	Ivette Arango
Fax Number:	(305) 789-9201
Matter Number:	49247
	Telephone Number: (305) 789-9200

Remarks: Please see the attached letter from the Division of Corporations that alleges that Lidece Investment & Real Estate has been unresponsive to their inquiry whether the corporation was transacting business within the meaning of section 607.1501 of the Florida Statutes. I have included the letter that confirms our settlement agreement for this matter. Please advise the Division of Corporation that this matter is resolved.

Original documents will ☐ will not ☐ follow by mail.

TIME OF TRANSMITTAL: \_\_\_\_\_ a.m./p.m. TRANSMITTED BY:

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PLEASE NOTIFY US IMMEDIATELY BY CALLING (305) 789-9200, IF THERE IS ANY PROBLEM.

LAW OFFICES  
**FOWLER WHITE BURNETT**

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April 16, 2001

Florida Department of State  
Att: Gerard T. York  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Fl. 32314

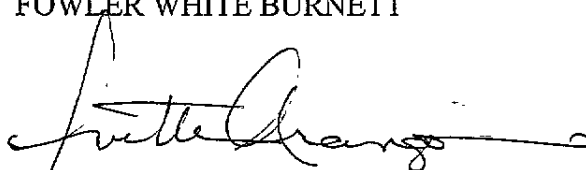
Re: Lidece Investment and Real Estate N.V.

Dear Mr. York:

Enclosed please find check number 2625 in the amount of \$4,128.75, which represents the second of three installments pursuant to our settlement agreement. Thank you.

Yours sincerely,

FOWLER WHITE BURNETT



Ivette L. Arango

Enclosure

[ia] W:49247\LETTTR165.ILA{4/16/1-13:3}

LAW OFFICES  
**FOWLER WHITE BURNETT**

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CHRISTOPHER E. KNIGHT  
MICHAEL N. KREITZER  
DONALD E. KUBIT  
JAN M. KUYLENSTIERNA  
ALDO M. LEIVA  
FRED K. LICKSTEIN  
PATTI A. MEEKS  
IARA N. MORTON  
JAMES P. MURRAY  
RONALD G. NEWIRTH  
FRED R. OBER  
J. MICHAEL PENNEKAMP  
ALAN J. PERLMAN

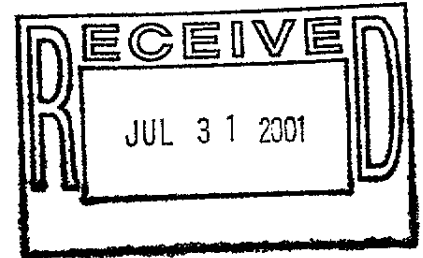
BRAD K. SAUNDERS  
MARC J. SCHLEIER  
BARRY N. SEMET  
RONALD D. SHINDLER  
SARA SOTO  
STEVEN E. STARK  
JOEL STEWART  
JOHN C. STRICKROOT  
NORMAN I. WEIL  
ALAN G. WILLIAMS  
RICHARD A. WOOD

CODY FOWLER (1992-1978)  
MORRIS E. WHITE (1992-1988)  
JAMES L. HURLEY (1920-1989)

BANK OF AMERICA TOWER  
SEVENTEENTH FLOOR  
100 SOUTHEAST SECOND STREET  
MIAMI, FLORIDA 33131  
TELEPHONE (305) 789-9200  
FACSIMILE (305) 789-9201

WWW.FOWLER-WHITE.COM

July 26, 2001



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

Attn: Gerard T. York

Re: Lidece Investment & Real Estate, N.V., (the "Company")

Dear Mr. York:

Enclosed please find the following:

1. Check number 2665 in the amount of \$4,128.75, which represents the third and final payment pursuant to our settlement agreement;
2. A Transmittal Letter to the Division of Corporation, Registration Section and check number 2672 in the amount of \$70.00, which represents the required filing fee;
3. The completed Application by Foreign Corporation for Authorization to Transact Business in Florida;
4. A copy of the Certificate of Good Standing from Curacao, the domiciliary of the Company, in favor of the Company. The original will be forwarded to you upon receipt.

Accordingly, the Company expects to receive a Certificate of Good Standing from the Florida Department of State, (the "Certificate") and subsequent to the issuance of such Certificate the Company will file a Uniform Business Report for the calendar year 2002. Upon the receipt of the Certificate, we expect that this matter has been resolved and that the Company will be authorized to transact business in Florida. Please advise if there is anything further needed to expedite this process.

Yours sincerely,

Ivette L. Arango

[dwj] W:\49247\LETTTR106.ILA\7/26/1-17:25

LAW OFFICES  
FOWLER WHITE BURNETT  
BANK OF AMERICA TOWER  
SEVENTEENTH FLOOR  
100 SOUTHEAST SECOND STREET  
MIAMI, FLORIDA 33131  
(305) 789-9200

## FAX TRANSMITTAL

Date: August 13, 2001

Number of pages: 2  
(Excluding transmittal page)

To: Brenda Tadlock  
Fax Number: 850 410-1015

From: Ivette Arango  
Fax Number: (305) 789-9201

Attorney

Telephone Number: (305) 789-9219

Matter Number: 49247

Remarks: Enclosed please find the qualification to determine charter tax form. Please advise the charter taxes for Lidece Investment and Real Estate N.V. Thank you.

Left msg.  
8/13/01  
\$120.00

Original documents will ☐ will not ☐ follow by mail.

TIME OF TRANSMITTAL: \_\_\_\_\_ a.m./p.m. TRANSMITTED BY:

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RECEIVED  
01 AUG 13 PM 12:04  
TALAMON & FLORIDE  
STATE

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PLEASE NOTIFY US IMMEDIATELY BY CALLING (305) 789-9200, IF THERE IS ANY PROBLEM. [00]  
W:\49247\LETTR130.ILA(8/13/1-10:58)

LAW OFFICES  
**FOWLER WHITE BURNETT**

MIAMI • FORT LAUDERDALE • WEST PALM BEACH

MICHAEL AGLIATA  
STUART H. ALTMAN  
IVETTE L. ARANGO  
RICHARD S. BANICK  
DAVID O. BATISTA  
PAUL S. BERGER  
MARIANA C. BLANCO  
ROBERT F. BOUCHARD  
EDWARD J. BRISCOE  
PETER M. BROOKE  
MORTON P. BROWN  
MICHAEL B. BUCKLEY  
HENRY BURNETT  
WILLIAM R. CLAYTON  
KIMBERLY A. COOK  
JAMES D. DECHURCH

CHARLES GULLETTE DE LEO  
ENA T. DIAZ  
RICHARD E. DOUGLAS  
BRIAN D. ELIAS  
DARLENE C. FERNANDEZ  
SAMANTHA J. FITZGERALD  
JOHN H. FRIEDHOFF  
DAVID A. FRIEDMAN  
MICHAEL A. GARCIA  
PATRICK E. GONYA, JR.  
HOWARD W. GORDON  
ALAIINE S. GREENBERG  
BRIAN P. HILL  
MARIA ISABEL HOELLE  
JUNE GALKOSKI HOFFMAN  
JAMES N. HURLEY

ELIZABETH P. JOHNSON  
RORY ERIC JURMAN  
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FACSIMILE (305) 789-9201

WWW.FOWLER-WHITE.COM

August 17, 2001

Division of Corporations  
P.O. Box 6327  
Tallahassee, Fl. 32314

Att: Brenda Tadlock

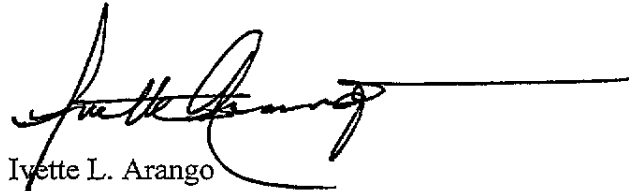
Re: Lidece Investment & Real Estate, N.V., (the  
"Corporation")

Dear Ms. Tadlock:

Enclosed please find check number 2685 in the amount of \$120.00, which represents full satisfaction of the charter taxes owed by the Corporation in order for a certificate of authority to be issued in favor of the Corporation as per the recommendation of Gerard York, Assistant General Counsel at the Department of State. Also enclosed, please find the original certificate of good standing from Curacao for the Corporation. Please advise if anything is needed to further expedite this process. Thank you.

Very truly yours,

FOWLER WHITE BURNETT



Ivette L. Arango

Enclosure

[ia] W:\49247\LETTTR575.ILA(8/17/1-16:39)

LAW OFFICES  
FOWLER WHITE BURNETT  
BANK OF AMERICA TOWER  
SEVENTEENTH FLOOR  
100 SOUTHEAST SECOND STREET  
MIAMI, FLORIDA 33131  
(305) 789-9200

FAX TRANSMITTAL

Date: August 17, 2001

Number of pages: 3  
(Excluding transmittal page)

To:	Brenda Tadlock		
Fax Number:	1 850 410-1015		
From:	Ivette Arango	Attorney	
Fax Number:	(305) 789-9201	Telephone Number:	(305) 789-9200
Matter Number:	49247		

Remarks: Attached is a copy of the letter and corresponding check, which has been mailed to your office, in payment of the charter taxes owed by Lidece Investment & Real Estate, N.V. The original certificate of good standing from Curacao has also been forwarded with same.

Original documents will ☐ will not ☐ follow by mail.

TIME OF TRANSMITTAL: \_\_\_\_\_ a.m./p.m. TRANSMITTED BY:

*Photocopy should be taken of this transmission if it is to be retained since facsimile paper has limited storage life.*

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PLEASE NOTIFY US IMMEDIATELY BY CALLING (305) 789-9200, IF THERE IS ANY PROBLEM. [a]  
W:\49247\LETTR403.ILA\B\1771-10231

## TRANSMITTAL LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Lidece Investment & Real Estate, N.V.  
(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:

Alberto A. Sowers

(Name of Person)

(Firm/Company)

9240 Sunset Drive, Suite # 204

(Address)

Miami, Florida 33173

(City/State and Zip code)

For further information concerning this matter, please call:

Ivette L. Arango

(Name of Person)

at ( 305 ) 789-9200

(Area Code & Daytime Telephone Number)

**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





# *Department of State*

## *Memorandum Office of the General Counsel*

---

TO: File

FROM: Gerard York, Assistant General Counsel

DATE: August 2, 2001

RE: Lidece Investment & Real Estate, N.V.

---

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 1979 of \$1886.25 and foreign non-qualified penalties for the same period of \$10500.00 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 that, upon payment of charter taxes and completion of the file, corporation be issued a certificate of authority.

/gtv

**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. Lidece Investment and Real Estate 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. Curacao, Netherlands Antilles 3. 98-0044333  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. January 2, 1979 5. Unlimited period of time.  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. April 17, 1979  
(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. 9240 Sunset Drive, Suite # 204, Miami, Florida 33173  
(Principal office address)  
Same as above  
(Current mailing address)

8. Leasing  
(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: Barry N. Semet, Esq.

Office Address: 100 SE 2nd Street, 17th Floor

Miami, Florida 33131  
(City) (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.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
01 AUG 21 AM 11:01

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

**A. DIRECTORS**

Director: Carmen H. Nunez de Leon

Address: 9240 Sunset Drive, Suite # 204  
Miami, Florida 33173

Director: Luis I. Nunez Degwitz

Address: 9240 Sunset Drive, Suite # 204  
Miami, Florida 33173

Director: Elizabeth Degwitz Celis

Address: 9240 Sunset Drive, Suite # 204  
Miami, Florida 33173

Director: Robert J. Huyzen

Address: Castorweg 22/24  
Curacao, Netherlands Antilles

**B. OFFICERS**

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. Carmen H. Nunez de Leon - Managing Director  
(Typed or printed name and capacity of person signing application)

**MUST BE PAID.**

Authorized number of shares (itemized by class and par value) the corporation had when it first transacted business in Florida. If shares have no par value, enter "NPV" and the number of shares.

Lidece Investments and Real Estate N.V.

"VALUE" may be defined in any terms consistent with generally accepted accounting principles.

- A. Estimated value of all property owned by Corporation for the year it first transacted business in Florida, wherever located. \$ 742,000
- B. Estimated Gross amount of business transacted by the Corporation for the year it first transacted business in Florida. \$ 120,000
- C. Estimated Value of all property in Florida owned by the Corporation for the year it first transacted business in Florida. \$ 742,000
- D. Estimated Gross amount of business transacted in Florida by the Corporation during the year it first transacted business in Florida. \$ 120,000
- E. TOTAL of "A" and "B" \$ 862,000
- F. TOTAL of "C" and "D" \$ 862,000
- G. DIVIDE "F" by "E" \$ 1.0
- H. Corporations with par value stock: 30 shares, \$1000 par  
Multiply "G" and Authorized Shares and their par value. \$ 30,000
- I. Corporations with no par value stock:  
Multiply "G" by Total Authorized Shares. \$

THIS PORTION IS FOR OFFICE USE ONLY AND IS TO BE COMPLETED BY DOCUMENT EXAMINER UPON QUALIFICATION.	
Document #	
Corporate Name	
Entity Paid for	
Charter tax paid	
AR Fee paid for year (\$)	

01 AUG 21 AM 11:01  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

M.L. ALEXANDER  
H.Th.G. SIMON

Ms. A.R. CHATLEIN  
Ms. C.H.M. EERING  
Ms. F.J. CLOOSE-FUNG-A-LOI  
Ms. E. STEENBAAR  
Ms. N.M. ALEXANDER



2 Gaitoweg  
P.O.Box 4900  
CURAÇAO  
Neth. Antilles

Telephone: (599-9) 737-1111  
Telefax: (599-9) 737-1133  
(599-9) 737-1115

E-mail: antilleslaw@alexander-simon.com  
milex@attglobal.net

Our ref.:

Your ref.:

### CERTIFICATE OF GOOD STANDING

The undersigned:

Miguel Lionel Alexander, LL.M., a civil-law notary, practicing in Curaçao, herewith certifies:

that LIDECE INVESTMENT AND REAL ESTATE N.V., a limited liability company, established in Curacao, hereinafter also referred to as the "Company", has been duly incorporated by notarial deed, executed on January 2, 1979, on a draft of which deed the required declaration of no objection has been granted by the Minister of Justice of the Netherlands Antilles on November 16, 1978, under number 14780/JAZ;

that the registered office of the Company is:  
22-24 Castorweg, Curaçao, Netherlands Antilles;

that the limited liability company LIDECE INVESTMENT AND REAL ESTATE N.V. has been duly incorporated, is legally existing under the laws of the Netherlands Antilles and since in the Netherlands Antilles it has never been declared bankrupt and no petition has been filed for an official moratorium, it may be considered to be in good standing under the laws of the Netherlands Antilles and has the power to transact any business within the limits of the corporate objects as set forth in article 2 of its articles of incorporation;

that in accordance with information received from the Commercial Register of the Chamber of Commerce and Industry at Curaçao the managing directors of the Company are:

1. Curamer Trust N.V., domiciled in Curaçao;
2. Mrs. Carmen Helena Nunez de Hellmond, residing in Caracas, Venezuela, being PRESIDENT;
3. Mrs. Elizabeth Degwitz Celis, residing in Caracas, Venezuela;
4. Mr. Luis Teofilo Nunez Degwitz, residing in Caracas, Venezuela;

N

In witness whereof the undersigned has set his hand hereunto after having affixed his official seal of office on this twelfth day of July of the year two thousand and one.

*[Handwritten signature]*

