

**PROCTOR
CROOK &
CROWDER**

CERTIFIED PUBLIC
ACCOUNTANTS

ACCOUNTING, BUSINESS
AND TAX ADVISORS

33 FLAGLER AVE.
STUART, FL 34994

(772) 283-2356
(772) 287-1887 FAX

June 17, 2002

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: River Vista SARL
EIN: 52-2179888

FILED
2002 NOV 21 PM 4:09
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Dear Sirs:

Please find enclosed the "Application by Foreign Corporation for Authorization to Transact Business in Florida" for River Vista SARL, along with a check in the amount of \$78.75. River Vista SARL is a Swiss Corporation that owns residential rental real estate in Port St. Lucie, Florida.

Upon discovery by our office that River Vista SARL was not paying its annual fee to the State of Florida, we prepared a "Uniform Business Report" for the Corporation. The Florida Department of State rejected the report, stating "The records of the Division of Corporations do not reflect an entity by the name indicated on the enclosed annual report/uniform business report." After telephone discussions with the Division of Corporations, it became clear that River Vista SARL had not registered with your office.

On behalf of the Corporation, we respectfully request that the penalty for late filing of this application be waived. River Vista SARL is a foreign corporation that was organized under the laws of Switzerland. The Company President sought professional advice in the United States when the Corporation was formed, and was not informed of the requirement to register River Vista SARL in the State of Florida. Accordingly, he had no knowledge of the registration requirement.

We recently met with the Company President and obtained the information necessary to file the application, which is enclosed. Please advise if you need additional information. We thank you for your assistance with this matter.

Very truly yours,

Sharon L. Thiebaud

Sharon L. Thiebaud, CPA

SLT/dp

Enclosures

MEMBER:
INTERNATIONAL GROUP
OF ACCOUNTING FIRMS
ASSOCIATED OFFICES
IN PRINCIPAL U.S. AND
INTERNATIONAL CITIES

DIVISION FOR C.P.A. FIRMS
AMERICAN INSTITUTE
OF CERTIFIED PUBLIC
ACCOUNTANTS

FLORIDA INSTITUTE
OF CERTIFIED PUBLIC
ACCOUNTANTS



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 27, 2002

SHARON L. THIEBAUD, CPA
PROCTOR, CROOK & CROWDER, CPA'S
33 FLAGLER AVE.
STUART, FL 34994

SUBJECT: RIVER VISTA S.A.R.L.
Ref. Number: W02000018768

FILED
2002 NOV 21 PM 4:09
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for RIVER VISTA S.A.R.L. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Because the application must contain original signatures, we cannot accept a faxed copy of the second page of our application. Please submit the original page for processing.

With reference to your request for the abatement of the penalty fees, we have forwarded your file to our General Counsel's office for review.

If you have any questions concerning the filing of your document, please call (850) 245-6911.

Brenda Tadlock
Sr. Corporate Section Administrator

Letter Number: 102A00041155

772287 1887.

FILED
2002 NOV 21 PM 10:15 AM
FLORIDA
ALLAHASSEE
CORPORATIONS
2001
CORPORATION

TO: Gerry York, General Counsel's Office
FROM: Brenda L. Tadlock, Registration Section
DATE: June 27, 2002
SUBJECT: RIVER VISTA S.A.R.L.
REFERENCE: W02000018768

LM Thiebaud

Revol Estate: guess
1998 4600 600 1000 \$1600.00
S/W
"M. Michelle"

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, **the required certificate of status and an original signature on the second page of our application.**

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

/blt

Attachments





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

FILED
2002 NOV 21 PM 4:09
S. J. TOWNS, CORPORATIONS
ALLAHASSEE, FLORIDA

FACSIMILE TRANSMITTAL

TO FAX NUMBER: 772-287-1887

Please deliver the following pages to:

NAME: Sharon L. Thiebaud, CPA

COMPANY: Proctor, Crook & Crowder

CITY/STATE: Stuart, Florida

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

DATE/TIME: 07/01/02 4:54 PM

NUMBER OF PAGES (including transmittal sheet): 2

FROM FAX: 850/245-6127

COMMENTS: This communication is in response to your letter dated June 17, 2002 and our telephone conversation concerning annual report fees and statutory penalties which would be assessed against River Vista SARL under section 607.1502(4), Florida Statutes.

River Vista SARL has filed an Application for Certificate of Authority indicating it has transacted business in Florida since 1998. If this is correct, then the sum of \$4,600.00 is due, reflecting annual report fees from 1998 of \$600.00 and statutory penalties of \$1,000.00 per year. However, to avoid litigation and settle this matter,

10/3/02
Sharon L. Thiebaud
10/7/02
Sharon L. Thiebaud
CPA
10/8/02
Gerard T. York, Esq.
will file a certificate
of existence for
River Vista SARL
11/18/02

we would offer to settle the issue of annual report fees and foreign non-qualified penalties from River Vista SARL for the sum of \$1,600.00, reflecting annual report fees of \$600.00 and penalties assessed in a lump sum of \$1,000.00. This offer remains in effect until August 30, 2002.

Upon receipt of a check in that amount payable to the Department of State, Division of Corporations, I will instruct the Division of Corporations to issue River Vista SARL Inc. a Certificate of Authority to transact business in Florida. As discussed, please remember River Vista SARL needs to provide a recent certificate of existence duly authenticated not more than 90 days prior to delivery of Application for Certificate of Authority in order to complete the application process. Please mail the check to this attorney at: Office of General Counsel, PL-02, The Capitol, Tallahassee, Florida 32399-0250.

Please do not hesitate to contact me at (850) 245-6514 should you have any questions, or if I can be of further assistance. Likewise, you can reach the Section Head Brenda Tadlock at (850) 245-6051 and the Bureau Chief Karon Beyer at (850) 245-6900, should you desire to discuss this application further.

PL-02 • THE CAPITOL • TALLAHASSEE, FLORIDA 32399-0250

FILED
2002 NOV 21 PM 4:09
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



Department of State

Memorandum Office of the General Counsel

TO: File

FROM: Gerard York, Assistant General Counsel

DATE: November 21, 2002

RE: River Vista SARL, 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 1998 of \$600.00 and foreign non-qualified penalties of \$ 1,000.00 assessed in a lump sum to avoid litigation 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

FILED
2002 NOV 21 PM 4:09
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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. River Vista S.A.R.L., 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. Switzerland

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

3. 52-2179888

(FEI number, if applicable)

4. 4-30-97

(Date of incorporation)

5. Perpetual

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

6. 2-11-98

(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. 3339 S.E. River Vista Drive, Port St. Lucie, Florida 34952

(Principal office address)

3339 S.E. River Vista Drive, Port St. Lucie, Florida 34952

(Current mailing address)

8. Residential Rental Real Estate

(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: Sylvio DeBortoli

Office Address: 1104 S.E. Westchester Dr.

Port St. Lucie, Florida 34952
(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.

S. DeBortoli

11-18-02

(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
2002 NOV 21 PM 4:09
DEPARTMENT OF CORPORATIONS
TALLAHASSEE, FLORIDA

02 NOV 21 PM 7:53
FLORIDA SECRETARY OF STATE
DEPARTMENT OF CORPORATIONS

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Michel Bieri

Address: Mont-Cornu 62, 2300 La Chaux - De - Fonds
Switzerland

Vice President: Christianne Bieri

Address: Mont-Cornu 62, 2300 La Chaux - De - Fonds
Switzerland

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. MB 11-18-02
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Michel Bieri, President

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

2007 NOV 21 PM 4:09
S. P. H. - 1420
STATE OF FLORIDA
TALLAHASSEE
CORPORATIONS
FILED



REGISTRE DU COMMERCE DU CANTON DE NEUCHÂTEL

EXTRAIT DU REGISTRE
No réf. 00920/1997
Nº féd. CH-645-1002007-3

River Vista S.à r.l.

Société à responsabilité limitée inscrite le 13 mai 1997

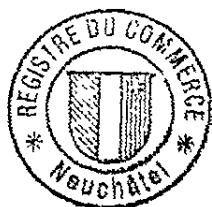
Réf.	Raison Sociale
1	River Vista S.à r.l.
1	Siège
1	La Chaux-de-Fonds
1	Mont Cornu 62
1	Dates des Statuts
1	30.04.1997
1	But, Observations
1	But: exécution de transactions immobilières, gérance, management et sponsoring dans le domaine du sport, de la mode et du design.
1	Organe de publication
1	FOSC

2007 NOV 21 FILED
IN UNION OF CORPORATIONS
ALL WITNESSED FLORIDA

Réf.	Capital	
1	Nominal	Libéré
1	CHF 50'000	CHF 50'000
Apports en nature, reprises de biens, compensation de créances, avant. partic., resp., vers. suppl.		
Reprise de biens envisagée un immeuble situé à St.Lucie, Floride, USA pour le prix maximum de 500'000 CHF.		

			Associés, gérants et personnes ayant qualité pour signer			
Inscr.	Mod.	Rad.	Nom et Prénom(s), Origine, Domicile		Fonctions, part sociale	Mode de signature
1			Bieri Michel, de Schangnau, à La Chaux-de-Fonds		associé gérant part sociale: CHF 20'000	signature individuelle
1			Bieri Christianne, de Schangnau, à La Chaux-de-Fonds		associée gérante part sociale: CHF 10'000	signature individuelle
1			Bieri Cindy, de Schangnau, à La Chaux-de-Fonds		associée gérante part sociale: CHF 10'000	signature individuelle
1			Bieri Dimitri, de Schangnau, à Cressier		associé gérant part sociale: CHF 10'000	signature individuelle

Réf.	JOURNAL		PUBLICATION FOSC	
	Numéro	Date	Date	Page
1	920	13.05.1997	30.05.1997	3631



TRADE REGISTER OF THE CANTON OF NEUCHATEL

EXTRACT FROM THE REGISTER

No. of ref. 00920-1997

Fed. No. CH-645-1002007-3

River Vista LLC
 Limited Liability Company registered on May 13th, 1997

Ref.	Company Name
1	River Vista LLC
1	Head Office
1	La Chaux-de-Fonds
1	Address
	Mont Corna 62
1	Dates of the Articles of Association
	30.04.1997
1	Purpose, Observations
	<u>Purpose:</u> Carrying out real estate transactions, conducting business, management and sponsorship in sports, fashion and design.
1	Official Publication
	Swiss Official Gazette of Commerce (WOGC)

SEARCHED
INDEXED
SERIALIZED
FILED
NOV 21 1997
CLERK OF THE
CIRCUIT COURT
OF APPEALS
ST. LOUIS, MISSOURI
FLORIDA

Ref.	Capital		
1	Nominal	Paid-up	
	CHF 50,000	CHF 50,000	
1	Contribution in kind, transfer of capital, compensation of credits, special benefits, resp., Additional payments		
	<u>Expected transfer of capital</u> A building situated in St. Louis, Florida, USA for a maximum price of CHF 500,000.		

Ref.			Members, managers, authorized signatories		
Inscr.	Mod.	Rad.	Surname and first name(s), origine, residence	Functions, no par value share	Mode of signature
			Bieri Michel, from Schangnau, in la Chaux-de-Fonds	Acting partner, no par value share: CHF 20,000	Individual signature
			Bieri Christianne, from Schangnau,	Acting partner, no par value share:	Individual signature

		in la Chaux-de-Fonds	CHF 10,000	
1		Bieri Cindy, from Schangnau, in la Chaux-de-Fonds	Acting partner, no par value share: CHF 10,000	Individual signature
1		Bieri Dimitri, from Schangnau, in Cressier	Acting partner, no par value share: CHF 10,000	Individual signature

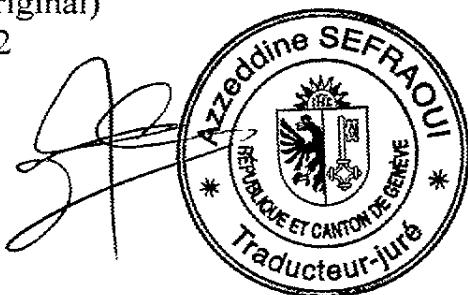
Ref.	JOURNAL		SOGC PUBLICATION	
1	Number	Date	Date	Page
	920	May 13th, 1997	May 30th, 1997	3631

Neuchâtel, October 9th, 2002

End of the extract

Seal of the Trade Register of Neuchâtel
Seal and signature of the official in charge
Dated: October 9th, 2002
Signed: F. Martin

Translated from French (original)
Geneva, October 16th, 2002



FILED
2002 NOV 21 PM 4:10
DIVISION OF CORPORATIONS
FLORIDA
ALLAHASSEE, FLORIDA