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(Address)

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(City/State/Zip/Phone #)

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

J. BRYAN JAN 2 2004

## TRANSMITTAL LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Pincay Oaks, Inc

(Name of corporation - must include suffix)

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TALLAHASSEE, FLORIDA

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:

Michael G. Tombari

(Name of Person)

American Realty Investors

(Firm/Company)

11811 North Freeway, Suite 300

(Address)

Houston, Tx 77060

(City/State and Zip code)

For further information concerning this matter, please call:

Michael G. Tombari

(Name of Person)

at ( 281 ) 820-0747

(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:

- |  |  |   |   |
|--|--|---|---|
| <input checked="" type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee &<br>Certified Copy | <input type="checkbox"/> \$87.50 Filing Fee,<br>Certificate of Status &<br>Certified Copy |
|--|--|---|---|

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

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

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TALLAHASSEE, FLORIDA

1. **Pincay Oaks, Inc.**

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"  
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. **Texas**

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

3. **76-0270121**

(FEI number, if applicable)

4. **December 23, 1988**

(Date of incorporation)

5. **Perpetual**

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

6. **Upon Qualification**

(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. **11811 North Freeway, Suite 300 Houston, Tx 77060**

(Principal office address)

**11811 North Freeway, Suite 300 Houston, Tx 77060**

(Current mailing address)

8. **Any and all lawful business**

(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: **CT Corporation System**

Office Address: **1200 South Pine Island Dr**

**Plantation**

(City)

, Florida **33324**

(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.*

*CT Corporation System*

*Howard L. Volz*

(Registered agent's signature)

**Howard L. Volz  
Asst. Secretary**

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 business addresses of officers and/or directors:

**A. DIRECTORS**

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: **Fausto C. Rusca**

Address: **Via Maggio 1 CH-6900**

**Lugano, Switzerland**

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS**

President: **Fauso C. Rusca**

Address: **Via Maggio 1 CH-6900**

**Lugano, Switzerland**

Vice President: **Michael G. Tombari**

Address: **11811 North Freeway, Suite 300**

**Houston, Tx 77060**

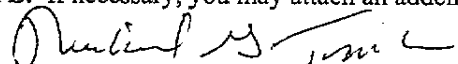
Secretary: **Kenneth L. Hatfield**

Address: **11811 North Freeway, Suite 300 Houston, Tx 77060**

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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

13.  \_\_\_\_\_  
(Signature of Director or Officer listed in number 12 of the application)

14. **Michael G. Tombari, Vice President**

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

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TALLAHASSEE, FLORIDA

Corporations Section  
P.O. Box 13697  
Austin, Texas 78711-3697



Geoffrey S. Connor  
Secretary of State

## Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Articles Of Incorporation for PINCAY OAKS, INC. (filing number: 109786200), a Domestic Business Corporation, was filed in this office on December 23, 1988.

**It is further certified that the entity status in Texas is active.**

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In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on December 16, 2003.



A handwritten signature in black ink, appearing to read "G. Connor".

Geoffrey S. Connor  
Secretary of State