



**COVER LETTER**

**FILED**

**TO:** New Filing Section  
Division of Corporations

06 OCT 26 PM 4: 27

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SUBJECT:** Interesorts Investments N.V. 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:

John A. Jabro, Esquire  
(Name of Person)

(Firm/Company)

90311 Overseas Highway Suite B  
(Address)

Tavernier Florida 33070  
(City/State and Zip code)

For further information concerning this matter, please call:

John A. Jabro, Esquire at ( 305 ) 852-9233  
(Name of Person) (Area Code & Daytime Telephone Number)

**STREET/COURIER ADDRESS:**

New Filing Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

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

Enclosed is a check for the following amount:

- ρ \$70.00 Filing Fee
- ρ \$78.75 Filing Fee & Certificate of Status
- ρ \$78.75 Filing Fee & Certified Copy
- ρ \$87.50 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

August 22, 2006

JEFF WILKINSON  
POST OFFICE BOX 3130  
JACKSON, WY 83001

SUBJECT: INTERESORTS INVESTMENTS N.V. INC.  
Ref. Number: W06000037151

FILED  
06 OCT 26 PM 4: 27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for INTERESORTS INVESTMENTS N.V. 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):

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.

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 \$19,611.25.

Please return the original and one copy of 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) 245-6973.

Claretha Golden  
Document Specialist  
New Filing Section

Letter Number: 006A00051690

**JOHN A. JABRO**  
ATTORNEY AND COUNSELOR AT LAW  
90311 OVERSEAS HIGHWAY, SUITE B  
TAVERNIER, FLORIDA 33070

305/852-9233  
FAX 305/852-0686

WORLD WIDE WEB  
www.jabro.com

E-MAIL  
jjabro@aol.com

SOUTHWEST FLORIDA OFFICE  
1444 FIRST STREET, SUITE B  
SARASOTA, FLORIDA 34236  
941/953-9009  
FAX 941/953-5736

OF COUNSEL  
JOSE D. PORTELA, ESQ.  
ROBERT E. TURFFS, ESQ.  
DENNIS N. URBANO, ESQ.

October 12, 2006

Ms. Clareth Golden  
New Filing Section  
Florida Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

FILED  
06 OCT 26 PM 4: 27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Re: Florida registration of Interesorts Investments N.V.*

Dear Ms. Golden,

I am in receipt of your letter of August 22, 2006 with regard to the to the Application by Foreign Corporation for Authorization to Transact Business in Florida, file by my client's CPA in Wyoming. Having reviewed your response to the initial application and having observed certain errors in the initial application, I am submitting a new, accurate application.

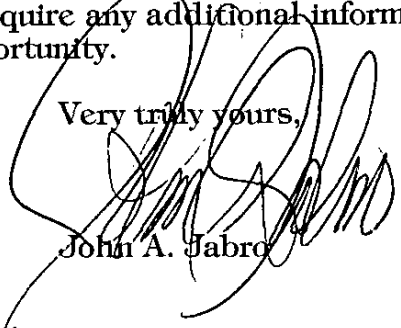
I have reviewed your comment regarding the requirement of Section 607.1503(2), Florida Statutes, as applied to the Certificate of Existence from the Netherlands Antilles, the original of which we have provided in English. The statutory requirement to provide a translation of the certificate only applies "to a certificate which is in a language other than the English language." Section 607.1503(2). In the present case, since we have provided to you a Certificate of Existence in the English language, no translation of any kind is required.

Finally, my client's CPA in Wyoming erroneously construed the date when my client first transacted business in Florida to mean the date when my client purchased real property in Florida. In fact, my client first began doing business in Florida in September, 2005. Pursuant to my telephone conference with you, I have included with this completed application, as agreed, a check for the civil penalty in the amount \$1,150.00.

Please find enclosed, therefore, the (1) completed cover letter and application to register my client, Interesorts Investments N.V. to do business in Florida, (2) a check for the civil penalty in the amount \$1,150.00, and (3) the required, original Certificate of Existence in the English Language. It is my understanding that you have retained the check in the amount of \$78.75 for the filing fee and Certificate of Status, sent in my previous communication.

Thank you for your continued and professional assistance in this matter. If you have any questions or require any additional information, please contact me at your earliest opportunity.

Very truly yours,



John A. Jabro

JAJ/jh  
Enclosures

FILED  
06 OCT 26 PM 4: 27  
SECRETARY OF STATE  
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. Interesorts Investments N.V. 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. Netherlands, Antilles 3. 204400722  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. May 15, 1981 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. September 2005  
(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 90311 Overseas Highway, Tavernier, Florida Suite B 33070  
(Principal office address)

Same as above  
(Current mailing address)

8. Real Estate Rental  
(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 NOT acceptable)

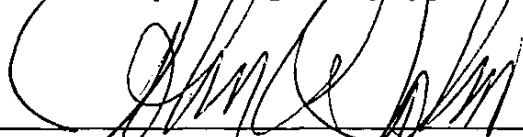
Name: John A. Jabro

Office Address: 90311 Overseas Highway Suite B  
Tavernier, Florida 33070  
(City) (Zip code)

FILED  
06 OCT 26 PM 4: 27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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 business addresses of officers and/or directors:

**A. DIRECTORS**

Chairman: Ian Rosenblatt

Address: 14- 18 Ham Yard

London, England W1D 7DT

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

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

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

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

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

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

**B. OFFICERS**

President: \_\_\_\_\_

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

Vice President: \_\_\_\_\_

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

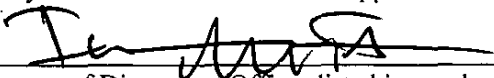
Secretary: \_\_\_\_\_

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

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

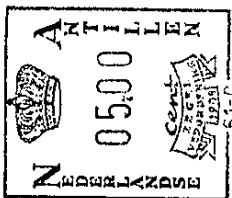
Address: \_\_\_\_\_

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

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

14. Ian Rosenblatt, Chairman/ Director  
(Typed or printed name and capacity of person signing application)

FILED  
06 OCT 26 PM 4: 28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



The undersigned:

Dr. MARCEL VAN DER PLANK, a civil-law notary, residing in Curaçao,

herewith certifies:

that the limited liability company:

"INTERESORTS INVESTMENTS N.V.", established in Curaçao;

has been legally incorporated by notarial deed executed on May 15, 1981;

that on a draft of the deed of incorporation the declaration of no-objection referred to in Article 38 of the Commercial Code of the Netherlands Antilles, was issued by the Minister of Justice of the Netherlands Antilles on May 15, 1981 under number 2083/NV;

that the articles of incorporation have been amended by notarial deed executed on April 2, 1985 which deed was rectified by notarial deed executed on December 11, 1985 on a draft of which deed the declaration of no-objection referred to in article 97 of the Commercial Code of the Netherlands Antilles, was issued by the Minister of Justice of the Netherlands Antilles on April 1, 1985, under number 784/NV;

that the managing director of the company is:  
**MICORA N.V.**, established at Curaçao;

that the registered office of the company is  
Scharlooweg 31,  
Curaçao,  
Netherlands Antilles;

that the limited liability company:

FILED  
06 OCT 26 PM 4: 28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FILED  
OCT 26 PM 4:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NAME AND DOMICILE

Article 1

1. The name of the company is: "INTERESORTS INVESTMENTS N.V.".  
In transactions with other countries the company may in its name substitute, in English "INC" and in Spanish and French "S.A.", for the letters "N.V."
2. The company is established in Curacao, Netherlands Antilles and may have branches elsewhere.

PURPOSE

Article 2

1. The purpose of the company is:
  - a. to invest its assets in securities, including shares and other certificates of participation and bonds, as well as other claims for interestbearing debts however denominated and in any and all forms;
  - b. to acquire:
    - ( i) revenues, derived from the alienation or leasing of the right to use copyrights, patents, designs, secret processes or formulae, trademarks and other analogous property;
    - ( ii) royalties, including rentals, in respect of motion picture films or for the use of industrial, commercial or scientific equipment, as well as relating to the operation of a mine or a quarry or of any other natural resources and other immovable properties;
    - (iii) considerations paid for technical assistance.
  - c. to invest its assets directly or indirectly in real property, to acquire, own, hire, let, lease, rent, divide, drain, reclaim, develop, improve, cultivate, build on, sell or otherwise alienate, mortgage or otherwise encumber real property and to construct infrastructural works like roads, pipes and similar works on real estate.
2. The company is entitled to do all that may be useful or necessary for the attainment of its object or that is connected therewith in the widest sense, including the participation in any other venture or company.

DURATION

Article 3

The company is constituted for an indefinite period of time.

CAPITAL AND SHARES

Article 4

1. The authorized capital of the company amounts to thirty thousand United States Dollars (US\$ 30,000.--), divided into three thousand (3,000) shares of ten United States Dollars (US\$ 10.--) each, of which six hundred (600) shares have been subscribed for.
2. Fractional shares may be issued.

Article 5

1. The shares will be issued either in registered form or, provided they are paid in full, in bearer form.
2. The registered shares shall be entered in a stock register, which shall be kept by the Managing Board.
3. Shares shall be issued by the Managing Board.
4. On the request of a shareholder, share-certificates may be issued for registered shares. For bearer shares share-certificates shall be issued, which may be provided with dividend-coupons and a talon in order to obtain new

2. The annual general meeting of shareholders shall be held within nine months of the close of the company's financial year.

3. In said meeting:

- a. the Managing Board shall render a report on the business of the company and the conduct of its affairs during the preceding financial year;
- b. the balance sheet and the profit and loss account shall be adopted, after having been submitted together with an explanatory statement, stating by what standard the movable and immovable property of the company have been appraised;
- c. the person, referred to in article 6, paragraph 7, shall be appointed;
- d. such proposals shall be dealt with as shall have been included in the agenda specified in the notice of convocation of the meeting.

#### Article 8

1. General meetings of shareholders shall be convoked by means of airmail letters, mailed to the addresses of shareholders as stated in the register of shareholders kept by the Managing Board, and if bearer shares are outstanding, by means of an advertisement inserted in a newspaper, published in Aruba.
2. The notice shall be mailed, respectively published at least twenty days prior to the date of the meeting. Said period may be reduced to ten days, excluding the day on which the notice is mailed, respectively published and the day on which the meeting is held, in case actions of the shareholders' meeting is urgently required.
3. The agenda for the meeting shall be specified in the notice of convocation of the meeting or it shall be stated that the shareholders may take cognizance thereof at the office of the company.
4. General meetings shall be presided over by a person, designated thereto by such meeting.
5. All resolutions of the annual and special general meetings of shareholders shall be taken by absolute majority of votes, if not otherwise provided for by these articles of incorporation.
6. Shareholders may be represented at the meeting by proxy designated by letter or telegram.
7. Managing directors or in general persons employed by the company may not act as proxies of shareholders at a meeting.
8. One vote may be cast for each share.
9. Valid votes may also be cast for the shares of those who (otherwise than as shareholders of the company) would acquire any right or be discharged from any obligation towards the company, by the resolution to be adopted.
10. Proposals of items for an agenda to be made by shareholders, either for the annual or for the special general meetings can only be dealt with if presented to the Managing Board in writing at such time that they can be announced with observance of the term set and in the manner described for the convocation.
11. However, when the entire issued share capital is represented at any general meeting of shareholders, valid resolutions may be adopted, even if the provisions of these articles of incorporation with respect to convocation,

06 OCT 26 PM 4: 28  
FILED  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned,  
Dr. Marcel van der Plank, a civil-law notary with  
domicile in Curacao, hereby declares that this is a  
true but unofficial translation of the articles of  
incorporation of the corporation:  
"INTERESORTS INVESTMENTS N.V.", as presently effective.  
Curacao, August 11, 2006.

Notariskantoor  
**van der Plank**  
Curaçao



FILED  
06 OCT 26 PM 4: 28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA