

F95000006140

Grant Thornton

Validation: Next Page

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 15 PM 4:09
* 12/15

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327, TALLAHASSEE, FLA. 32314

REGISTRATION OF A FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA.

FOREIGN CORPORATION: MAYPORT INCORPORATED N.V.

200001593212
-09/26/95--01054--017
***1031.25 ***1031.25

FEES ENCLOSED: \$ 131.25

NAME OF CONTACT PERSON: AIDA C. PEREZ - PH. # (305)-536-1800

ADDRESS TO SEND THE ACKNOWLEDGMENT: PANNELL KERR FORSTER CPA'S
1221 BRICKELL AVE. #1100
MIAMI, FLA. 33131

08/27/91 00083 007

✓ Maria Pionkowsky
PRESIDENT

35 F
35 R
6125 C

~~W/39596~~

W93-15850

[Handwritten signature]



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

August 29, 1981

Pennell Kerr Forster CPA'S
1221 Brickell Ave., #1100
Miami, FL 33131

SUBJECT: MAYPORT INCORPORATED N.V.
Reference: W39546

We have received your document for MAYPORT INCORPORATED N.V., and check(s) totaling \$131.25. However, the document has not been filed and is being retained in this office for the following:

The application states that the corporation began transacting business in Florida in August, 1980.

Section 607.1502(4), Florida Statutes, requires this office to collect a \$500 penalty fee for each year this entity transacted business in Florida prior to qualification and the appropriate charter tax and annual report fees that would have been due this office had the corporation qualified the year it began operations in this state. Please complete the enclosed form number INHSE37 and contact this office for the charter tax due. The amount entitled this office in annual report fees and penalty fees is: \$5761.25.

If it is necessary to return this document to our office, please do so within the next 60 days or your filing will be considered abandoned.

If you have questions concerning the filing of your document, please call (904) 487-6914.

Buck Kohr
Corporate Specialist
Registration and Qualification Section

P 280 336 802

RECEIPT FOR CERTIFIED MAIL

NO INSURANCE COVERAGE PROVIDED
NOT FOR INTERNATIONAL MAIL

(See Reverse)

U.S.G.P.O. 1987-234-555

PS Form 3800, June 1985

Sent to <i>Maryland Ave. N.Y.</i>	
Street and No. <i>1221 Brickell Ave. 100</i>	
P.O., State and ZIP Code <i>Miami, FL 33131</i>	
Postage	\$
Certified Fee	
Special Delivery Fee	
Restricted Delivery Fee	
Return Receipt showing to whom and Date Delivered	
Return Receipt showing to whom, Date, and Address of Delivery	
TOTAL Postage and Fees	\$
Postmark or Date	

AIDA PEREZ
1221 BRICKELL AVENUE
SUITE 1100
MIAMI, FLORIDA 33131

April 15, 1992

Mr. Bruce T. Fraser
Assistant General Counsel for Corporations
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: Mayport Incorporated N.V.
Reference Number: W39546

Dear Mr. Fraser:

As registered agent for Mayport Incorporated N.V., I am in receipt of your letter dated April 6, 1992 issuing a final notice with regard to fees imposed for not qualifying to conduct business in Florida. Mayport Incorporated N.V. is a Limited Liability Company established in Curacao. As such, they were under the belief that no provision in the Florida statutes existed requiring the qualification of a Limited Liability Company.

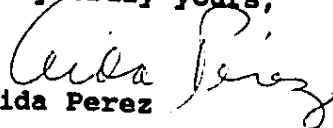
Mayport Incorporated N.V. was formed to own certain condominium properties in Florida as an investment. The intent of the shareholders was to purchase and resell these properties for investment purposes only during the period in the 1980's when the values were increasing rapidly. Under Florida Statute section 607.1501(2)(m), owning real or personal property, without more, does not constitute transacting business within the State. The investors got caught holding the remaining property as prices declined drastically in the late 1980's. The remaining units are now rented, when feasible, to help defray the costs of holding this property until the market rebounds enabling them to be sold at a profit. The rental of these units has never produced any net profit.

Mr. Bruce T. Fraser
Page 2
April 15, 1992

The shareholders did not intend nor were they aware that these rentals would create a business within the State of Florida. For this reason, it would appear to create an unreasonable hardship to impose a \$500 per year penalty on an entity conducting this type of activity. It would not appear that the intent of the business qualification requirements in Florida was to trap this type of investment activity.

On behalf of Mayport Incorporated N.V., please clarify the position that the qualification requirements do apply to such a Limited Liability Company conducting this type of an investment activity. Please also consider that this activity has not generated any net income since its inception. If these rules do apply, the company requests that some concession be made to reduce the onerous penalty imposed recognizing their willingness to fully comply with all applicable filing requirements in the future.

Very truly yours,


Aida Perez

AP:ars

(305) 355-0077
FRANK VITO
e/c GRANT THORNTON



FLORIDA DEPARTMENT OF STATE

April 6, 1992

Jim Smith
Secretary of State

**CERTIFIED MAIL
RETURN RECEIPT
REQUESTED**

Mayport Incorporated N.V.
~~c/o Pannell Kerr Forster~~ GRANT THORNTON
1221 Brickell Avenue, #1100 MR. FRANK VITO
Miami, Florida 33131

RE: Mayport Incorporated N.V.
Reference Number: W39546

FINAL NOTICE

Dear Mayport Incorporated N.V.:

Enclosed please find copies of the following:

- * the application for authority to transact business in Florida submitted on August 27, 1991.
- * letter from Buck Kohr to Pannell Kerr Forster CPA's dated August 29, 1991.

By this letter please be advised of the following:

- * A certificate of authority is required in advance of the transaction of business in Florida (see section 607.1501, Florida Statutes (1991)).
- * If you already have transacted business or intend to transact business in Florida without authority, you are in violation of the law.
- * Our records indicate the minimum amount due is \$5,761.25.

Because there has been no response from you, this matter has been forwarded to my office for further action.

In accordance with section 607.1502, Florida Statutes, the Florida Department of State is authorized to require payment of all fees and taxes for authority to transact business in Florida. A foreign corporation which transacts business in this state without authority is liable for a civil penalty of between \$500 and \$1,000 for each year or part thereof in violation, in addition to being liable for all fees and taxes owed this state had it properly

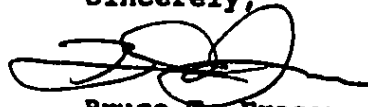
Mayport Incorporated N.V.
April 6, 1992
Page Two

obtained authority when first transacting business in Florida. If proper payment is not received within thirty (30) days of the date of this letter, this office will be forced to institute a legal proceeding for collection of the amount due.

Please be on notice and govern yourself accordingly.

Any inquiries or payments must be directed to Rae Keith, Division of Corporations, Post Office Box 6327, Tallahassee, Florida 32314, (904) 487-6008.

Sincerely,



Bruce T. Fraser
Assistant General Counsel for Corporations

BTF:jrk

Enclosures: Section 607.1501, F.S.
Section 607.1502, F.S.

cc: Aida C. Perez (Florida Registered Agent)
Pannell Kerr Forster
1221 Brickell Avenue, #1100
Miami, Florida 33131



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

February 17, 1994

Mr. Frank Vito
c/o Grant Thorton
1221 Brickell Avenue
Suite 1100
Miami, Florida 33131

Dear Mr. Vito:

Re: **Mayport Incorporated N.V.**
Reference Number: W39546

This letter is sent in response to our telephone conversation on this date regarding the status and filing of Mayport Incorporated N.V. (Mayport) of an application by foreign corporation for authority to transact business in Florida.

The Department's file indicates that payment was requested by letter to you on May 1, 1992 for the minimum amount due at that time of \$5761.25. Currently, due to the failure of Mayport to remit payment, additional penalties and fees have accrued. The Department's records indicate that the minimum amount due is now \$7861.25. This amount is composed of \$7000 in penalties and \$861.25 in fees that should have been paid during the time Mayport was transacting business in Florida without authority.

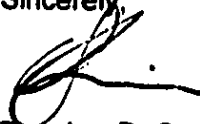
In answer to your inquiry as to the authority of the Department in this matter, pursuant to Section 607.0130(3), Florida Statutes, the Department may bring an action in circuit court to collect any penalties, fees, or taxes determined to be due and owing the state and to compel any filing, qualification, or registration required by law. In connection with such proceeding the Department may, without prior approval by the court, file a lis pendens against any property owned by the corporation.

Mr. Frank Vito
February 17, 1994
Page Two

As discussed, please advise as to whether your firm continues to represent Mayport and, if so, how Mayport intends to proceed.

Should you wish to discuss this further, please contact me at (904) 488-3684.

Sincerely,



Douglas D. Sunshine
Assistant General Counsel

DDS/



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

May 1, 1992

Mr. Frank Vito
c/o Grant Thornton
1221 Brickell Avenue
Suite 1100
Miami, Florida 33131

RE: Mayport Incorporated N.V.
Reference Number: W39546

Dear Mr. Vito,

As per our telephone conversation yesterday concerning the status and filing of Mayport Incorporated, N.V., please be advised that proper payment should be received by this office no later than June 1, 1992.

As stated in our letter of April 6, 1992 to Aida Perez, our records indicate the minimum amount due is \$5,761.25.

Payments must be directed to the Division of Corporations, Post Office Box 6327, Tallahassee, Florida 32314.

If I can be of further assistance please contact me at (904) 487-6958.

Sincerely,

A handwritten signature in dark ink, appearing to read "D. Attilio", is written over a horizontal line.

Donald E. Attilio
Paralegal for Corporations

Suite 1200
777 Brickell Avenue
Miami, FL 33131-2867
305 377-9900
FAX 305 377-9130

Grant Thornton 
GRANT THORNTON LLP Accountants and
Management Consultants
The U.S. Member Firm of
Grant Thornton International

September 18, 1995

Mr. Marc Dunbar
Department of State
Asst. General Counsel
LL-10, The Capitol
Tallahassee, Florida 32399-02050

RECORDED
SEP 20 1995

Re: Mayport, Incorporated, N.V.
FEIN: 98-0050695

DEPARTMENT OF STATE
OFFICE OF THE SECRETARY

Dear Mr. Dunbar:

Pursuant to our previous conversations, enclosed is a check in the amount of \$1,031.25 representing payment in full of our client's outstanding liabilities to the Florida Secretary of State.

For the record, this company was previously registered to do business in Florida, Reg. No. 004914. However, in 1985 a representative from this office was advised by Mrs. Beth Register of the Foreign Section of the Division of Corporations that alien corporations were no longer required to file annual reports. She was told that The Alien Business Organization was required to pay a one time only fee of \$3 and no further filing was required unless the bylaws or registered agent changed.

For this reason, our client discontinued filing returns. An attempt was made to re-register to do business in 1991, but the application was rejected. This matter has been pending since then.

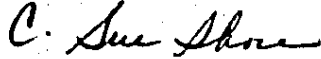
I spoke with Hart Collins at the Division of Corporations to inquire about the registration process. He has asked me to send the Application to Transact Business and the certificate

of good standing from the Netherlands Antilles directly to you when I receive them from our client.

Attached, per your request, are copies of the client's 1989-1993 Florida Corporate Income Tax returns indicating that the company has had a loss for each of those periods. I cannot send you the 1994 return, as it has not yet been finalized. However, it too will show a loss.

Thank you for your assistance in the resolution of this matter.

Very truly yours,

A handwritten signature in cursive script, appearing to read "C. Sue Shore".

C. Sue Shore
Director of State & Local Taxes

cc: Ms. Aida Perez

[5] From: Marc Dunbar at DOS_CCMAIL 9/15/95 8:52AM (860 bytes: 1 ln)
To: Hart Collins at CORP
Subject: Mayport Incorporated N.V.

----- Message Contents -----

You should be getting a call from a woman named Sue Shore regarding this corporation. This is an FNQ which was closed because of a statute of limitations problem. She is sending me a check for back ar fees and I'm waiving the penalties because we can't recover them. Please help her out in qulifying this corp. they probably will have to fill out new paperwork, etc.

She doesn't know about the statute of limitations problem so keep that to yourself.

call me if you have any questions.

thanks

: E N T E R H e l p : F 1 E n d

Mayport N.V.

**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. MAYPORT INCORPORATED N.V.
(Name of corporation: the word "INCORPORATED," "COMPANY," or "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. NETHERLAND ANTILLES
(State or country under the law of which it is incorporated)
3. 1/30/80 4. INDEFINITE
(Date of Incorporation) (Duration)
5. 98-0050695
(Federal Employer Identification number, if applicable)
6. AUGUST, 1980
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)
c/o GRANT THORNTON LLP
7. 777 BRICKELL AVE., SUITE 1200, MIAMI, FLA. 33131
(Current mailing address)
8. REAL ESTATE RENTALS
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: R. J. BOONSTRA

Address: DE RUYTERKADE 62

CURACAO, N.A.

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 15 PM 4:09

B. Officers:

President: MARIA PIONKOWSKI
Address: QUINTA MARITZA, CALLE C-1, URB. LA LAGUNITA
CARACAS 1080, VENEZUELA

Vice President: ANNA MELENIKIOTIS DE CARLI
Address: QUINTA CHUNEL, CALLE CHIVACOA, URB. SAN ROMAN
CARACAS 1061, VENEZUELA

Secretary: SOTIRIOS MELENIKIOTIS
Address: 139 CEDAR HILLS CIRCLE, CHAPEL HILL
NORTH CAROLINA 27514, U.S.A.

Treasurer: _____
Address: _____

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: DEE FROMM
Office Address: 2500 E. HALLANDALE BEACH BLVD. SUITE 707-P
HALLANDALE, Florida 33009
Zip Code

11. 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: ✓ Dee Fromm, R.E. Broker

12. 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.

13. Maria Pionkowski
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. MARIA PIONKOWSKI, PRESIDENT
(Name and capacity of person signing application)

CO/em

The Undersigned:

JAN-MATHIJS PETRUS HERMANS, a deputy civil-law notary,
residing in Curacao, acting for Gerard Christoffel Antonius
Smeets, a civil-law notary, residing in Curacao, Netherlands
Antilles;

herewith certifies:

that the limited liability company:
MAYPORT INCORPORATED N.V., established in Curacao;

has been legally incorporated by the limited liability
companies: CURACAO CORPORATION COMPANY N.V. and NETHERLANDS
ANTILLES CORPORATION COMPANY N.V., both established in Curacao;

by deed, executed before notary Gerard Christoffel
Antonius Smeets, aforementioned, on January 31, 1980;

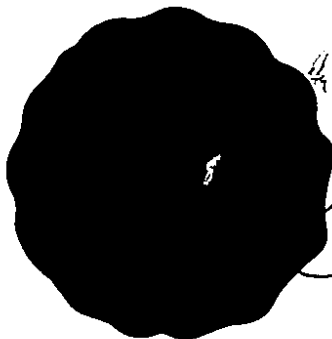
that on a draft of the deed of incorporation the
declaration of no-objection, referred to in Article 38 of
the Commercial Code of the Netherlands Antilles, was issued
by the Minister of Justice of the Netherlands Antilles on
January 30, 1980, under number 605/N.V.;

that the registered office of the company is:
62 De Ruyterkade,
Curacao,
Netherlands Antilles;

that the limited liability company:
MAYPORT INCORPORATED N.V., is legally existing in good standing
under the laws of the Netherlands Antilles.

IN WITNESS WHEREOF, I have set my hand hereunto,
after having affixed the official seal of office.

Curacao, November 27, 1995.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 15 PM 4:09