

GOLDBERG, GOLDSTEIN & BUCKLEY, P.A.

MORRIS A. GOLDBERG
RAY GOLDSTEIN
STEPHEN W. BUCKLEY
HARVEY A. GOLDBERG
JOHN B. CECHEMAN
J. JEFFREY RICE
MARK A. STEINBERG
DAVID IL LIPIN
MARK P. SMITH
RICHARD L. PURTZ

Fort Myers, Florida 33902-2366
(941) 334-1146

MICHAEL J. DICCARONE
TERRY S. NELSON
JAY COOPER
JONATHAN D. CONANT
RAYMOND LEE RACILA
LUIS E. INSIGNARES

July 26, 1995

*BOARD CERTIFIED CIVIL TRIAL
FAX (941) 334-3039

Qualification/Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

600001548996
-07/31/95--01008--002
*****70.00 *****70.00

Re: Conover Enterprises, Inc.

Gentlemen:

The enclosed "Application by Foreign Corporation for Authorization to Transaction Business in Florida", "Certificate of Existence", and our check in the amount of \$70.00 are submitted to register the above referenced foreign corporation to transact business in the State of Florida.

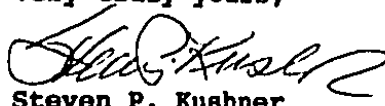
Please return all correspondence concerning this matter to the following:

Steven P. Kushner, Esq.
Goldberg, Goldstein & Buckley, PA
1515 Broadway
Post Office Box 2366
Fort Myers, FL 33902

300001676863
-01/03/96--01065--001
****200.00 ****200.00

Should you require any additional information concerning this matter, please feel free to call me at 813/332-9454.

Very truly yours,


Steven P. Kushner
Attorney at Law

SPK/cal

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 19 AM 11:50

OTHER OFFICES

CAPE CORAL
(941) 574-5575

PORT CHARLOTTE
(941) 624-2293

NAPLES
(941) 262-4888

SOUTH FORT MYERS
(941) 433-6777

LEHIGH ACRES
(941) 368-6101

BONITA SPRINGS
(941) 495-0003

CONOVER HOLDINGS, INC.
c/o Nadia S. Edwards, CPA
290-174th Street
Suite 1510
Miami Beach, FL 33160

RECEIVED

JAN 10 1996

Office of General Counsel
Department of State

January 8, 1996

Florida Department of State
PO Box 6327
Tallahassee, FL 32314
Attn. Mr. Doug Dickinson

Ref. W95000015358

Dear Mr. Dickinson:


As requested in your letter dated January 3, 1996, we are sending a copy of the 1994 Federal Income Tax Return, as well as a copy of the 1994 Florida Income Tax Return. As you can notice, this is the initial tax return, since 1994 was the first year in which Conover transacted business in Florida.

Conover Holdings, Inc. (originally named Conover Enterprises, Inc.) is a partner in **Westwood Investment Associates**, a Florida Partnership, for which we are filing the fictitious name application. Westwood Investment Associates is a developer in Ft. Myers, Florida, engaged in the building of one-family homes.

Kindly process our application to transact business in Florida as soon as possible in order to enable us to have the necessary documentation for the Westwood Investment Associates' fictitious name application.

Your help in this matter is greatly appreciated.

Sincerely,



Nadia S. Edwards
Vice President



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 3, 1996

NADIA S. EDWARDS, CPA
290-174TH ST #1510
MIAMI BCH, FL 33160

SUBJECT: CONOVER HOLDINGS, INC.
Ref. Number: W95000015358

Please be advised that in order for the Department of State to consider Conover Holdings, Inc.'s request for consideration to reduce or waive the civil penalties due this office for transacting business in violation of s. 607.1501, F.S., this office requires copies of the last five years in federal corporation income tax returns.

A brief description of the entity's nature of business must be included in the document.

If you have any questions concerning the filing of your document, please call (904) 487-6094.

Doug Dickinson
Document Specialist

Letter Number: 396A00000158

CONOVER HOLDINGS, INC.
c/o Nadia S. Edwards, CPA
290-174th Street
Suite 1510
Miami Beach, FL 33160

December 18, 1995

Florida Department of State
PO Box 6327
Tallahassee, FL 32314
Attn. Mr. Doug Dickinson

Ref. W95000015358

Dear Mr. Dickinson:

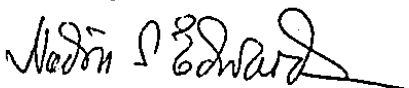
In response to your letter dated November 27, 1995, we are sending enclosed the completed application and required documentation.

In 1994 when we started doing business in Florida, we were not aware that, as a foreign corporation, we were required to obtain a special authorization to transact business in Florida as a foreign partner of a Florida partnership. We only found out about this requirement when we applied for fictitious name for the partnership and were unable to obtain one without proof that the partners were authorized to transact business in the State.

I am enclosing a check for the 1994 Annual Report Fee of \$200, respectfully asking you and the General Counsel to waive the penalties of \$500.

Thank you in advance.

Sincerely,



Nadia S. Edwards
Vice President

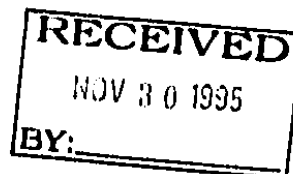


FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 27, 1995

STEVEN P. KUSHNER, ESQ
GOLDBERG, GOLDSTEIN & BUCKLEY, PA
1515 BROADWAY
FT MYERS, FL 33902



SUBJECT: CONOVER ENTERPRISES, INC.
Ref. Number: W95000015358

This letter is in response to the application by foreign corporation for authorization to transact business in Florida that was previously submitted to this office for CONOVER ENTERPRISES, INC..

The referenced application states that the corporation has transacted business in the State of Florida since January 1, 1994. You were notified by letter dated July 31, 1995, that because of failure to obtain a certificate of authority prior to transacting business in the State of Florida, the corporation is liable for \$700.00 in appropriate fees and penalties as set forth in Section 607.1502(4), Florida Statutes, (copy enclosed).

Until a response is received by this office concerning the prior notification, the application by foreign corporation for authorization to transact business in Florida will not be processed. If erroneous information was reflected on the previously submitted application, a sworn affidavit may be filed stating the correct date the corporation first transacted business in Florida, that the corporation did not transact business in Florida prior to the application filing year and that the information entered on such application is incorrect. Any such affidavit will be included with your original qualification documents.

Please provide your response to this letter within 30 days to avoid the necessity of further action.

If you have further questions concerning the filing of your document, please telephone the Foreign Qualification/Tax Lien Section at (904) 487-6091.

Doug Dickinson
Document Specialist

Letter No. 495A00051730

Enclosure



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 31, 1995

STEVEN P. KUSHNER, ESQ
GOLDBERG, GOLDSTEIN & BUCKLEY, PA
1515 BROADWAY
FT MYERS, FL 33902

SUBJECT: CONOVER ENTERPRISES, INC.
Ref. Number: W95000015358

We have received your document for CONOVER ENTERPRISES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the CORPORATE SPECIALIST indicated.

The entity's period of duration must be listed on the application. Please insert the word "perpetual", if a specific date of dissolution or term of existence has not been specified.

Please be advised that this office requires a foreign corporation to submit a certificate of existence or document or similar import duly authenticated by the official having custody of corporate records in the British Virgin Islands pursuant to s. 607.1503(2), F.S..

Section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, requires this office to collect a \$500 penalty fee for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual 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 and penalty fees is \$700.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business or



FLORIDA DEPARTMENT OF STATE

conducting affairs in this state. ^{Sandra B. Mortham} If, after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business or conducting its affairs in Florida prior to the year the application was submitted did not constitute transacting business or conducting affairs pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (904) 487-6094.

Doug Dickinson
Document Specialist

Letter Number: 495A00036116



Department of State
Memorandum Office of the General Counsel

TO: File

FROM: More W. Dunbar, Assistant General Counsel

DATE: January 16, 1996

RE: Conover Holdings, Inc.

Based on a review of the file and the tax returns provided by this corporation, it is my recommendation that this file be closed, all penalties be abated, and this corporation be qualified to do business in Florida. This corporation has paid all outstanding annual report fees. This corporation has operated at or near a loss for each of the past 2 years and cannot afford to pay the outstanding penalties. As such, all penalties have been waived, and this corporation should be qualified to do business in this state.

MWD/mwd

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


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

1. CONOVER Holdings, 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. BRITISH VIRGIN ISLANDS 3. 65-0544199
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. January 10, 1992 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. January 1, 1994
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)
7. c/o Nadia S. Edwards, CPA
290- 174th Street, Suite 1510
Miami Beach, Florida 33160
(Current mailing address)
8. Corp. is a partner in Westwood Investment Assc., a FL Partnership developer
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida) of one-
Family
Homes in
Ft Myers.
9. Name and street address of Florida registered agent:

Name: NADIA S. EDWARDS, CPA
Office Address: 290 - 174th Street, Suite 1510
Miami Beach, Florida, 33160
(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
96 JAN 11 AM 11:00

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

A. DIRECTORS

Chairman: AVI HARPAZ
Address: 16 ARUGOT ST.
HERZLYIA 46364, ISRAEL
Vice Chairman: _____
Address: _____
Director: _____
Address: _____
Director: _____
Address: _____

B. OFFICERS

President: AVI HARPAZ
Address: 16 ARUGOT ST
HERZLYIA 46364, ISRAEL
Vice President: NADIA S. EDWARDS
Address: 290 174TH ST #1510
MIAMI BCH, FL 33160
Secretary: AVI HARPAZ
Address: 16 ARUGOT ST
HERZLYIA, 46364, ISRAEL
Treasurer: _____
Address: _____

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

13.

[Signature]
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

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

TERRITORY OF THE BRITISH VIRGIN ISLANDS

CERTIFICATE OF GOODSTANDING

(In Accordance with Part VI, Art 73 (1) (2))


CONOVER HOLDINGS, INC.
formerly CONOVER ENTERPRISES, INC.

We, MORGAN & MORGAN TRUST CORPORATION LIMITED, a British Virgin Islands Company duly incorporated under the official No. 7080, since 26th May, 1988, as Registered Agent of CONOVER HOLDINGS, INC. formerly CONOVER ENTERPRISES, INC., a British Virgin Islands Company duly incorporated under the Official No. 55260 since the 9th day of January, 1992, do hereby certify that:-

1. The Company is validly incorporated under the laws of the British Virgin Islands and is in full force.
2. The Company was incorporated on the 9th day of January, 1992.
3. The Registered Number of the Company is 55260.
4. The authorised capital of the Company is US \$10,000.00 divided into 10,000 shares with the par value of US\$1.00 each.
5. The Registered Agent of the Company is MORGAN & MORGAN TRUST CORPORATION LIMITED, P.O. Box 3149, Pasea Estate, Road Town, Tortola, British Virgin Islands.

Dated this 26th day of September, 1995.

By REGISTERED AGENT
MORGAN & MORGAN TRUST CORPORATION LIMITED


SHONA L. WHITE
Authorized Signatory

96 JAN 19 AM 11:50
CORPORATIONS