

F96000000784

TRANSMITTAL LETTER

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

SUBJECT: MAXIMINUS S.A.
(Name of corporation)

200001079682
-04/12/94--01104--001
111170.75 *****78.75
700001717397
-02/16/96--01091--002
***8471.25 ***8471.25

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 A. POMPONIO
(Name of Person)

MAXIMINUS S.A.
(Firm/Company)

4320 PETERS Rd
(Address)

FT LAUDERDALE FL 33317
(City, State and Zip Code)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB 16 AM 8:37

Should you need to call someone concerning this matter, please call:

MIKE POMPONIO at (407) 367-1239
(Name of Person) Area Code & Daytime Telephone Number

HK 2/16

Call 8274

COURIER ADDRESS:

Qualification/Registration Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Registration Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

April 12, 1994

**MICHAEL A. POMPONIO
MAXIMINUS S.A. CORPORATION
4320 PETERS RD
FT LAUDERDALE, FL 33317**

**SUBJECT: MAXIMINUS S.A. CORPORATION
Ref. Number: W9400008274**

We have received your document for MAXIMINUS S.A. CORPORATION and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s).

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

The certificate of existence must be issued within the last 90 days by the Secretary of State which has custody of the records in the jurisdiction under the laws of which the above listed entity is incorporated/organized.

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 INHSE37 and contact this office for the charter tax due. The amount entitled this office in annual report fees and penalty fees is \$8371.25.

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 conducting affairs in this state. 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.

Please return 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 (904) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 394A00016277



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

July 7, 1994

**MICHAEL A. POMPONIO
MAXIMINUS S.A. CORPORATION
4320 PETERS RD
FT LAUDERDALE, FL 33317**

**SUBJECT: MAXIMINUS S.A. CORPORATION
Ref. Number: W94000008274**

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 MAXIMINUS S.A. CORPORATION.

The referenced application states that the corporation has transacted business in the State of Florida since April 15, 1979. You were notified by letter dated April 12, 1994, that because of failure to obtain a certificate of authority prior to transacting business in the State of Florida, the corporation is liable for \$8371.25 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.

**Hart Collins
Senior Corporate Section Administrator Letter No. 194A00031619**

Enclosure

Jon William Agee
Attorney at Law

915 MIDDLE RIVER DRIVE, SUITE 508, FORT LAUDERDALE, FLORIDA 33304-3582
TELEPHONE (305) 566-2433 FACSIMILE (305) 566-3255

September 28, 1994

Hart Collins, Sr. Corp. Section Administrator
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Maximinus S.A./No. W9000008274

Dear Mr. Collins:

Please be advised that Maximinus S.A. does not appear to have ever transacted business in Florida, as the same is described in §607.1501 Florida Statutes. Since the corporation does not presently intend to transact business, it will not be applying for authorization unless the law changes.

The incomplete and unsigned application you received does not legally constitute an application, and should be ignored. Nevertheless, some clarification of the factual situation is appropriate. Maximinus, S.A. does own a single real property in the State of Florida. Maximinus, S.A. has no employees, officers, directors or shareholders engaged in the rental or management of this or any other property within the State of Florida. Since its acquisition, this property has been leased to several tenants. At all times, such management services as may have been required have been performed by an independent contractor who is a licensed Florida real estate broker unaffiliated with Maximinus, S.A., as contemplated by §607.1501(e) Florida Statutes.

Maximinus, S.A. regrets any confusion which may have been caused by the submission of the unsigned, incomplete application form.

Very truly yours,


JON AGEE

JA/bj

LETTER.MAX

*Sent copy of file
to Doug to review*

HC N/4



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

October 5, 1994

Jon Agee, Esq.
915 Middle River Dr.
Suite 608
Ft. Lauderdale, FL 33304-3582

Re: Maximinus, S.A.
Ref. Number W94000008274

Dear Mr. Agee:

Thank you for your letter dated September 28, 1994, concerning authority to transact business in Florida by Maximinus, S.A..

This office is unable to "ignore" the fact that Maximinus, S.A. submitted an "Application by Foreign Corporation for Authorization to Transact Business in Florida", that states that it began transacting business in Florida on April 15, 1979, without authority and in violation of Florida law. This office is responsible for notifying foreign corporations of the consequences of transacting business in Florida without authority. This office is required to pursue the collection of the minimum civil penalties and annual report fees due this office by Maximinus, S.A..

The fact that Maximinus, S.A. owns real property that is leased to several tenants, regardless of whether it directly manages said real property is considered "transacting business", as it exceeds the provision set forth in s. 607.1501(2)(a), F.S., owning, without more, real or personal property". Therefore, Maximinus, S.A. is liable for the civil penalties and annual report fees totaling \$8371.25, pursuant to s. 607.1502(4), F.S..

Please remit the above mentioned civil penalties and annual report fees due this office within 30 days to avoid the necessity of further action.

If you have any further questions regarding this matter, please contact me.

Sincerely,

Hart Collins, Senior Corporate Administrator
Division of Corporations

Jon William Agee
Attorney at Law

915 MIDDLE RIVER DRIVE, SUITE 508, FORT LAUDERDALE, FLORIDA 33304-3582
TELEPHONE (305) 566-2433 FACSIMILE (305) 566-3255

September 28, 1994

Hart Collins, Sr. Corp. Section Administrator
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Maximinus S.A./No. W9000008274

Dear Mr. Collins:

Thank you for your letter of October 5, 1994. If you have a completed application form signed by an officer or director of Maximinus, S.A., kindly provide a copy. If you do not, then you have only a form, not an application.

Your position seems to be that although a foreign corporation may do any one of the specifically exempted activities, it may not do more than one of them. This is not how it works at the courthouse. In any event, §607.1501(3) provides that "The list of activities in subsection (2) is not exhaustive." If you have a specific Florida case (DCA or Supreme Court) which you can cite and which applies to this situation, kindly provide it and I will advise my client accordingly.

Very truly yours,


JON AGEE

JA/bj

LETTER.MAX

*sent file to Doug
for response*

Jon William Agee
Attorney at Law

915 MIDDLE RIVER DRIVE, SUITE 508, FORT LAUDERDALE, FLORIDA 33304-3582
TELEPHONE (305) 566-2433 FACSIMILE (305) 566-3255

February 2, 1996

Marc W. Dunbar, Esquire
Assistant General Counsel
Department of State
LL 10 - The Capitol
Tallahassee, FL 32399-0250

Re: Dept. of State v. Cantonville Investments et al.
Leon County Circuit Case No. 96-27

Dear Mr. Dunbar:

I have received copies of the summons and complaint delivered to the real estate broker who has dealt with Maximinus, S.A., one of the Defendants in this case. The purpose of this letter is to explore settlement; therefore, nothing contained herein should be placed before the court. This letter is not an offer that can be accepted to constitute a binding agreement.

The information provided to me shows that Maximinus, S.A. owns a commercial property in Broward County, Florida. Maximinus does not occupy this or any other property in Florida. The property has been rented to long-term tenants. All rentals and other transactions related to this property have been performed exclusively by Michael Pomponio, a registered real estate broker, on a continuing --- but event by event --- basis. Maximinus has never had any employees, officers, directors or stockholders in Florida.

I have not found an appellate decision which states that the foregoing situation constitutes transacting business within the meaning of §607.1501 Florida Statutes. If you have one, please give me the cite; so I can advise Mr. Pomponio.

Maximinus, S.A. is not one of the scofflaw alien corporations which proliferate in South Florida. The information provided shows that

property taxes, sales and use taxes, income taxes and intangible taxes have been duly reported and paid. If it is required, Maximinus, S.A. will register too.

Please call me toll-free at 800-243-8529 or fax a cite on point to me at 305-566-3255 in order to resolve this.

Very truly yours,



JON AGEE

JA/bj

Jon William Agee
Attorney at Law

915 MIDDLE RIVER DRIVE, SUITE 508, FORT LAUDERDALE, FLORIDA 33304-3582
TELEPHONE (305) 566-2433 FACSIMILE (305) 566-3255

February 13, 1996

Marc W. Dunbar, Esquire
Assistant General Counsel
Department of State
LL 10 - The Capitol
Tallahassee, FL 32399-0250

Ma

Re: Dept. of State v. Cantonville Investments et al.
Leon County Circuit Case No. 96-27

Dear Mr. Dunbar:

In accordance with our conversation of this morning, please find the following:

1. Check in the amount of \$8,471.25 in settlement of suit by Maximinus, S.A.,
2. Completed Application by Foreign Corporation, and
3. Certificate of Incorporation with English translation.

Please dismiss Maximinus, S.A. and forward the Application and Certificate to Hart Collins for processing. The application check in the amount of \$78.75 was sent previously and is still being held.

Very truly yours,


JON AGEE

JA/bj

MAXIMINU.LTR

RECEIVED

FEB 14 1996

DEPARTMENT OF STATE
OFFICE OF THE SECRETARY



Department of State
Memorandum Office of the General Counsel

TO: File

FROM: Marc W. Dunbar, Assistant General Counsel

DATE: February 14, 1996

RE: Maximinus, S.A.

Based on a review of the file and the payment provided by this corporation, it is my recommendation that this file be closed and this corporation be qualified to do business. This corporation has paid all outstanding penalties and fees and now wishes to 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. MAXIMINUS S.A.
(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. PANAMA S.A. 3. 98-0042937
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. JAN 16, 1963 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. APRIL 15 1979
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)
7. MAXIMINUS S.A. 4320 PETERS ROAD
FT LAUDERDALE FL 33317
(Current mailing address)
8. REAL ESTATE RENTAL + MANAGEMENT
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:
Name: MICHAEL A. Pomponio
Office Address: OXFORD INTERNATIONAL CORP
4324 PETERS ROAD
FT LAUDERDALE, Florida, 33317
(Zip Code)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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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.

Michael A. Pomponio
(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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: ALFONSO MORENO J

Address: CARRERA 49 No 52-61 PISO 13
MEDELLIN, COLUMBIA SA.

Vice President: 11 11

Address: _____

Secretary: 11 11

Address: _____

Treasurer: 11 11

Address: _____

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

13.



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

14.

ALFONSO MORENO J, PRESIDENT

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



REGISTRO PUBLICO
NOTA: ESTA CERTIFICACION NO ES
VALIDA SI NO LLEVA ADHERIDOS
LOS TIMBRES CORRESPONDIENTES.

SEÑOR DIRECTOR DEL REGISTRO PUBLICO:

Nosotros, TAPIA, LINARES Y ALFARO, solicitamos a usted,
muy respetuosamente, se sirva certificar que la sociedad
"MAXIMINUS, S. A.", se encuentra inscrita al Tomo 457, Folio
65, Asiento 98857 desde el 16 de enero de 1963; que su
inscripción se encuentra vigente hasta la fecha; su Capital
Social; sus Directores y Dignatarios.

Del señor Director, con toda consideración,

TAPIA, LINARES Y ALFARO

Julio Linares F.

Ced. 8-230-1666

Panamá, 25 de mayo de 1994.-

ALBERTO MENDIETA G.

CON VISTA AL MEMORIAL PRESENTADO POR: JULIO LINARES, CON RECIBO Nº 9960,
del 25 de Mayo de 1994.

CERTIFICA.

Que al Tomo 457, Folio 65, Asiento 98857, de la Sección de Personas Mercantil
de este Registro Público se encuentra inscrita y VIGENTE, LA Sociedad "MAXIMI-
NUS, S.A.", desde el 16 de Enero de 1963.--Que su Capital es de 1,000.00
Acciones sin Valor Nominal.----Que sus Directores y Dignatarios son: Presiden-
te: Doctor. OCTAVIO MORENO QUEVEDO.--ler Vice-Presidente: IFIGENIA JARAMILLO
DE MORENO.--2do Vice-Presidente: Doctor, ALFONSO MORENO JARAMILLO.--Secretario:
CLARA INES MORENO JARAMILLO.--Sub-Secretario: ANA SOFIA MORENO DE SHAREF.--Te-
sorero: RAFAEL ARANZASU MEJIA.-----Expedido y firmado en la Ciudad de Pa-
namá a las Once y Cuarenta a.m. del Treintauno de Mayo de Mil Novecientos
Noventa y Cuatro.

ALBERTO MENDIETA G.

CERTIFICADOR.



E-94- 043906

TRANSLATION.-

DIRECTOR OF THE PUBLIC REGISTRY OFFICE:- - - - -

We, TAPIA, LINARES & ALFARO, in our capacity as Attorneys, with offices at Via General Nicanor A. de Obarrio (50th Street), Bancomer Plaza, 4th Floor, City of Panama, Republic of Panama, where we served personal notices, appear before you with our usual respect to request, as we do hereby request, that you certify that as per Volume 457, Folio 65, and Entry 98857, it appears recorded the corporation "MAXIMINUS, S. A."; that you also certify that the corporation is in full force, its capital, and the name of the present Directors and Officers.- Yours very truly, by: TAPIA, LINARES Y ALFARO.- (sgd.) Julio Linares F., I.D. No. 8-230-1666.- Panama, May 25, 1994.- - - - -

ALBERTO MENDIETA G.- - IN VIEW OF REQUEST PRESENTED BY JULIO LINARES F.- by MEANS OF RECEIPT No. 9960, of May 25, 1994, CERTIFIES: That at Volume 457, Folio 65, Entry 98857, of the Mercantile (Persons) Section of this Public Registry Office, the corporation "MAXIMINUS, S. A.", is recorded and is in FULL FORCE AND EFFECT since January 16, 1963.- - - - -

That its Capital is of 1,000.00 Shares without nominal value.- That its Directors and Officers are: - President: Doctor OCTAVIO MORENO QUEVEDO.-- 1st. Vice-President: IFIGENIA JARAMILLO DE MORENO.-- 2nd. Vice-President: Doctor ALFONSO MORENO JARAMILLO.-- Secretary: CLARA INES MORENO JARAMILLO.-- Sub-Secretaria: ANA SOFIA MORENO DE SHAREF.-- Treasurer: RAFAEL ARANZASU MEJIA.-- Issued and signed in the City of Panama at eleven forty a.m. of the thirty first day of May of

one thousand nine hundred and ninety four.- (sgd.) ALBERTO MENDIETA G., Certifier.- There is a seal of the Public Registry Office - Republic of Panama.- At the upper part of this page there is a stamped seal which reads: Without the corresponding stamps, this certification is not valid. - -

I, B. R. de Torres do hereby certify that the foregoing is a true and exact translation of its original in Spanish.

Panama, June 3, 1994.

B. R. de Torres
BERTILDA R. DE TORRES
INTERPRETE PUBLICO
C.E.D. 9-91-1421
RESOLUCION No. 112 DE 1988

APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. País Panama
- El presente documento público
2. ha sido firmado por Bertilda R. de Torres
3. quien actúa en calidad de Interprete Público
4. y está revestido del sello/timbre de 9.00

CERTIFICADO

5. en Panama a 16 de Junio de 1994
7. por Alfredo Capistrano
8. Bajo el número 33,416
9. Sello/timbre 2.70
10. Firma: Alfredo Capistrano



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB 16 AM 8:38