

F96000002039

Secretary of State
 Tall FL 32302
 City/State/Zip Phone #

6000011552866
 -12/04/95--01034--045
 ***122.50 ***122.50

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

W95-23634

1. Genvest General Investments Corp.
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____ 98-0061528
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

- ☒ Walk in ☐ Pick up time _____ ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Examiner's Initials	
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 4, 1995

SUNSTATE RESEARCH ASSOCIATION

SUBJECT: GENVEST GENERAL INVESTMENTS CORP
Ref. Number: W95000023634

We have received your document for GENVEST GENERAL INVESTMENTS CORP and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Based upon information provided by the Florida Department of Revenue, pursuant to section 213.053(14), Florida Statutes, it appears that GENVEST GENERAL INVESTMENTS CORP has transacted business in Florida prior to submitting an "Application for Authority to Transact Business in Florida". The information received from the Florida Department of Revenue indicates January 1, 1983, as the initial date of transacting business in the State of Florida. Please contact this office concerning the date first transacted business in Florida.

Pursuant to section 607.1502(4), Florida Statutes, this office collects a civil penalty of \$1000 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 \$13,031.25.

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.

If you have any questions concerning the filing of your document, please call (904) 487-6093.

Freya Lott
Corporate Specialist Supervisor

Letter Number: 995A00052647



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 26, 1996

GENVEST GENERAL INVESTMENTS CORP.
C/O SHUTTS & BOWEN
201 S. BISCAYNE BLVD., 1600 MIAMI CTR.
MIAMI, FL 33131

SUBJECT: GENVEST GENERAL INVESTMENTS CORP
Ref. Number: W95000023634

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 GENVEST GENERAL INVESTMENTS CORP.

This office received information provided by the Florida Department of Revenue, pursuant to section 213.053(14), Florida Statutes, which indicates that the corporation has transacted business in the State of Florida since January 1, 1983. You were notified by letter dated December 4, 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 \$13031.25 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.

Freta Lott
Corporate Specialist Supervisor Letter No. 396A00008214

Enclosure

SHUTTS & BOWEN

ATTORNEYS AND COUNSELLORS AT LAW
(A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS)

1800 MIAMI CENTRAL
201 SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131
MIAMI (305) 350-8300
BROWARD (305) 467-0041
FACSIMILE (305) 381-8002

RAUL J. SALAS
(305) 370-0140

April 22, 1996

Ms. Freta Lott
Corporate Specialist Supervisor
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Genvest General Investments Corp.
Reference No. W9500023634

Dear Ms. Lott:

As requested in your recent correspondence, we are enclosing the Affidavit of the Managing Director of the above-referenced corporation stating that the corporation did not transact business in Florida prior to the filing of the Application by Foreign Corporation for Authorization to Transact Business in Florida recently submitted to your office.

If you have any questions regarding this matter, or should you require additional information, please call me.

Sincerely,


Raul J. Salas

RJS:lrp
enclosure

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TALLAHASSEE, FLORIDA

AMSTERDAM OFFICE
EUROPA BOULEVARD 59
1001 AD AMSTERDAM,
THE NETHERLANDS
TELEPHONE 011-3120-661-0969
FACSIMILE 011-3120-642-1475

KEY LARGO OFFICE
OCEAN REEF CLUB
31 OCEAN REEF DRIVE
SUITE A206,
OCEAN REEF PLAZA
KEY LARGO, FLORIDA 33037
TELEPHONE (305) 357-2001

LONDON OFFICE
40 MOUNT STREET
LONDON W1V 5RE ENGLAND
TELEPHONE 011-44171-493-4840
FACSIMILE 011-44171-493-4299

ORLANDO OFFICE
20 NORTH ORANGE AVENUE
SUITE 1000
ORLANDO, FLORIDA 32801
TELEPHONE (407) 423-3200
FACSIMILE (407) 423-8316

WEST PALM BEACH OFFICE
ONE CLEARLAKE CENTRE, SUITE 500
250 AUSTRALIAN AVENUE SOUTH
WEST PALM BEACH, FLORIDA 33401
MAILING ADDRESS P. O. BOX 3555
WEST PALM BEACH, FLORIDA 33402-3555
TELEPHONE (407) 835-8500
FACSIMILE (407) 650-8330

AFFIDAVIT

Before me, the undersigned authority, personally appeared Mauro Bottirolì, who, after being duly sworn, deposes and states:

1. That I am a Managing Director of Genvest General Investments, N.V., also known as Genvest General Investments Corp., a Netherlands Antilles corporation (the "Corporation"), whose federal employer identification number is 98-0061528.

2. That the Corporation owns certain real property in the State of Florida which it purchased solely for investment purposes and on which it has earned certain incidental income that it has properly reported on its Florida income tax returns.

3. That the Corporation is not transacting business in the State of Florida within the meaning of Florida Statutes § 607.1501.

4. That, to avoid future disputes with the Florida Secretary of State, the Corporation is voluntarily filing an Application for Authorization to Transact Business in Florida on a prospective basis only, even though the Corporation does not believe that it is legally required to do so.

FURTHER AFFIANT SAYETH NAUGHT.

Mauro Bottirolì, Managing Director

SWORN TO and SUBSCRIBED before me this 19th day of April, 1996.

Eric DEMIERRE
NOTARY PUBLIC in Geneva



Typed or Printed Name of Notary

My commission ~~expires~~ is permanent.

**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. GENVEST GENERAL INVESTMENTS CORP.
(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. Netherlands Antilles 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. April 18, 1977 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)
7. c/o RNS
Shutts & Bowen
201 S. Biscayne Boulevard, 1600 Miami Center
Miami, FL 33131
(Current mailing address)
8. Anything lawful under the laws of the State of Florida.
(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: CORPORATION COMPANY OF MIAMI
201 S. Biscayne Boulevard
Office Address: 1600 Miami Center
Miami, Florida, _____

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SECRETARY OF STATE
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.

CORPORATION COMPANY OF MIAMI

By: Jill B. Zammass

(Registered agent's signature)

Jill B. Zammass, 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 addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

MANAGING DIRECTORS:

~~Chairman~~ **Chairman:** AMACO (CURACAO) NV

Address: Kaya W.F.G. (Jombi) Monsing 36
Curacao, Netherlands Antilles

Managing Director:

~~Vice Chairman~~ **Vice Chairman:** Mrs. Anne Z'Graggen

Address: 93G Avenue d'Aire
1203 Geneve, Switzerland

Managing Director:

Mr. Mauro Bottiroli

Address: 22 Rue Le Corbusier

1208 Geneve, Switzerland

Managing Director:

Mr. Antonio Sfera

Address: 82 chemin des Champs-Blancs

1261 Chavannes de Bogis, Switzerland

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: NO OFFICERS

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. By its Managing Director

13. Genvest General Investments N.V. Amaco (Curacao) N.V.
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Kaarel A. Tedder - Managing Director

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

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ST. PETERSBURG
FLORIDA
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CERTIFICATE OF GOOD STANDING

Know All Men By These Presents

GENVEST GENERAL INVESTMENTS N.V.

a limited liability company (the "Company") was established in Curaçao, and was duly incorporated and is validly existing and in good standing under the laws of the Netherlands Antilles, and is not in the process of dissolution or liquidation and has never been declared bankrupt.

After having secured the Ministerial Decree of "nil obstat" under number 3957/JAZ on the 15th day of April, 1977, the Deed of Incorporation was passed on the 18th day of April, 1977 before Mr. Gerard Christoffel Antonius Smeets LL.M., a civil-law notary officiating in Curaçao.

The Company was registered, as required by law, in the Commercial Register of the Chamber of Commerce of Curaçao, entered under number 10856, as evidenced by an official excerpt of the Commercial Register which is attached hereto as Exhibit "A" and made part hereof.

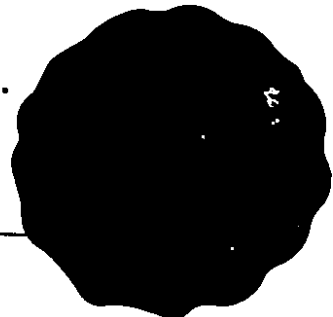
The minimum capitalization, as required by law, having been subscribed for and having been paid, shares were validly issued to the Stockholder(s).

The Company maintains its corporate records at its registered offices located at Kaya W.F.G. (Jombi) Mensing 36, in Curaçao, Netherlands Antilles.

WITNESS, our hand and seal this 20th day of October, 1995 in Curaçao, Netherlands Antilles.

AMACO (CURAÇAO) N.V.

L. J. J. J.



HANDELSREGISTER CURAÇAO
(CURAÇAO COMMERCIAL REGISTER)

Excerpt from the registration of: GENVEST GENERAL INVESTMENTS N.V.

established at Curaçao N.A., entered under no. 10056

Entry of a business pertaining to a corporation

Name of the Corporation is: GENVEST GENERAL INVESTMENTS N.V.

Business is carried on at : Kaya W.F.G. (Jombi) Mensing 36,
Curaçao, Netherlands Antilles

Date of incorporation : April 18, 1977

The objects of the Corporation are : p.t.o.

Managing Director(s):

(the Company is represented at Law and otherwise by two managing directors acting jointly, also in case of a conflict of interest between the company and one or more managing directors, either acting in private or ex officio).

- Mauro Bottirolì
- Anne Z'Graagen
- Antonio Sfera
- AMACO (CURAÇAO) N.V.

Capital:

Authorized : US\$20.000.00
Issued : US\$20.000.00
Paid-in : US\$20.000.00

To: "AMACO" N.V.
Kaya W.F.G. (Jombi) Mensing 36



The expenses are Nap. 7,50

Curaçao
The Secretary

OCT 20 1995

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 extraction of natural resources and other immovable properties;
 - (iii) considerations paid for technical assistance;
 - c. to acquire, own, alienate, manage, rent, lease, mortgage or otherwise encumber real properties and/or any right or interest of the company in such real properties.
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 of the word, including the participation in any other venture or company.

