

F96000002475

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Landorin Incorporated
(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:

Elizabeth Schneider
(Name of Person)

GRB Realty
(Firm/Company)

1177 Louisiana Avenue, #201
(Address)

Winter Park, FL 32789
(City/State/Zip)

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

Elizabeth Schneider
(Name of Person)

at (407) 644-1612
(Area Code & Daytime Telephone Number)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 17 AM 8:47

COURIER ADDRESS:

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

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

April 30, 1996

GRB Realty

Mr. Hart Collins
Florida Department of State
Division of Corporations - Foreign Section
409 E. Gaines Street
Tallahassee, FL 32399

RE: Registration of LANDORIN, Inc.

Dear Hart:

As per our various telephone conversations, I am forwarding this letter and the various needed documents to register LANDORIN INC., a Panamanian corporation, with the State of Florida.

Enclosed please find:

- 1) Original application for registration.
- 2) Original certification from Panama of the corporation's existence.
- 3) Translation of the Spanish certification.
- 4) Power of Attorney from Susan Viollon as President to Charles Besuchet.
- 6) GRB Realty Check # 2554 in the amount of \$1330.00 which represents:
 - \$1,251.25 = Registration fees since 1981
 - 78.75 = Present \$70 registration fee plus \$8.75 for a certificate of status
- 7) A letter for submission to the General Counsel requesting waiver of civil penalty fees.
- 8) Copies of Landorin's Federal Tax Returns filed from 1989-1994
(1995 Tax Return still being prepared by CPA firm)

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-05/02/96--01024--008
***1330.00 ***1330.00

W96-9326

Again Hart, thank you for all of your assistance to get this corporation registered. If you need anything else, please contact me at (407) 644-1612 or by fax (407) 628-1612.

Most sincerely,
GRB Realty

Elizabeth Schneider

Elizabeth Schneider
Realtor/Property Manager

P.S. Once registered, I would be very grateful if you would fax the certificate of status to:

Premier Title and Abstract Company, Inc.

Fax #: (407) 831-9910

Attn: Valerie or Ron Hedges

Then send the original to me at GRB Realty, 1177 Louisiana Avenue, #201, Winter Park, FL 32789

1177 Louisiana Avenue • Suite 201 • Winter Park, FL 32789 • Tel: (407) 644-1612 • Fax: (407) 628-1612



Department of State
Memorandum Office of the General Counsel

TO: Hart Collins, Division of Corporations
FROM: Gerard T. York, Assistant General Counsel
DATE: May 15, 1996
RE: Landorin, Inc.,

Pursuant to our telephone conversation today, I am returning to you the "Application by Foreign Corporation for Authorization To Transact Business in Florida" previously sent to you by Landorin, Inc., I am requesting that you issue Landorin, Inc., a Certificate of Authority and return the Certificate to me. The Department will receive a check for the \$15,000 in penalties at the upcoming closing.

Please call me if there are questions.

**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. LANDORIN 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. Panama
(State or country under the law of which it is incorporated)
3. N/A
(FBI number, if applicable)
4. March 5, 1981
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. 1981
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 617.153, F.S.))
7. c/o GRB REALTY

1177 Louisiana Ave. #201, Winter Park, FL 32789
(Current mailing address)

8. Real Estate Ownership
(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: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Elizabeth SCHNEIDER

Office Address: c/o GRB REALTY
1177 Louisiana Ave., Suite 201
Winter Park, Florida, 32789
(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.

Elizabeth Schneider
(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
95 MAY 17 AM 8:47

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)

Chairman: Suzanne VIOLLON

Address: 1133 Louisiana Av., Suite 105, Winter Park, Fla. 32789 USA

Vice Chairman: Markus BINGGELI

Address: 7, ch. des Grenouilles, 1299 Crans-pon-Colligny, Switzerland

Director: Rodrigo ZUNIGA

Address: 34 Str., # 4-50, Panama, Republic of Panama

Director: _____

Address: _____

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

President: Suzanne Violon

Address: (see above)

Vice President: _____

Address: _____

Secretary: Markus Binggeli

Address: (see above)

Treasurer: Rodrigo Zuniga

Address: (see above)

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. CHARLES BEULIET (POWER OF ATTORNEY)

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

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS:

THAT LANDORIN, INC., by and through its President, SUZANNE VIOLLAND (the grantor) has made, constituted and appointed, and by these presents does make, constitute and appoint CHARLES BESUCHET its true and lawful attorney for LANDORIN, INC. and in its name, place and stead, giving and granting unto CHARLES BESUCHET, its said attorney, full power and authority to do and perform each and every act whatsoever requisite, necessary, and appropriate to be done to accomplish the below-stated purposes, to all intents and purposes, as it might or could do if personally present, with all power of substitution and revocation, hereby ratifying and confirming all that CHARLES BESUCHET, its said attorney, or her substitute, shall lawfully do or cause to be done by virtue hereof:

Grantor confers and appoints CHARLES BESUCHET to execute any and all loan applications, purchase and sale agreements, deeds, mortgages, promissory notes, security agreements, leases, closing statements, disclosure statements, and other documents associated with the purchase, sale, conveyance, leasing, mortgaging, and management of real estate in the United States of America owned or to be owned by the grantor.

It is the specific intention of LANDORIN, INC. (but without limitation thereto) that this Power of Attorney be placed of record in the Public Records of such counties in the State of Florida in which it owns or has any interest in real property, as is deemed necessary or appropriate by its above-named and appointed attorney-in-fact, in order that any grantee or other person dealing with its said attorney-in-fact may rely hereon in such dealings with regard to any property or properties in any of such counties, and that such persons may rely and continue to rely hereon until such time as this Power of Attorney is affirmatively revoked of record or at the expiration of five (5) years, whichever is earlier. Further, by this Power of Attorney, the above-named corporation hereby approves, ratifies, reaffirms and confirms in all respects any and all powers of attorney heretofore made appointing the said CHARLES BESUCHET as the corporation's attorney-in-fact, and any and all prior conveyances or deeds heretofore made by the said CHARLES BESUCHET under such prior powers of attorney.

In witness whereof LANDORIN, INC. by and through its President, SUZANNE VIOLLAND, has hereunto set its hand and seal the 22 day of September, 1993.

Signed, sealed, and delivered
in presence of us as witnesses:

Suzanne V. La Cour

LANDORIN, INC.

BY: Suzanne Violland

SUZANNE VIOLLAND

I HEREBY CERTIFY that, on this day, before me, an officer and duly authorized in the State and County aforesaid to take acknowledgements, personally appeared SUZANNE VIOLLAND, to me known to be the person executing the foregoing special power of attorney,

30 JAN 1996 12137

+41 22 342 68 07

M0784

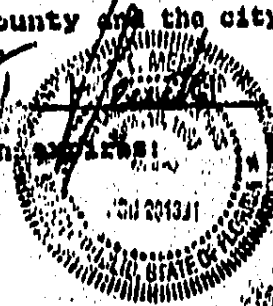
P.6/8

described in and who executed the same on behalf of
and she acknowledges before me that she executed the same on behalf of
LANDORIN, INC., as President of same, with full authority to do so and
to bind said corporation in all respects thereby.

Witness my hand and official seal in the county and the city last
aforesaid this 11 day of September, 1993.

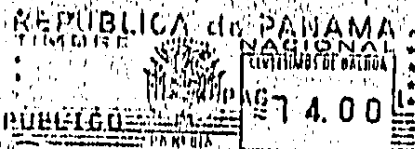
Notary Public

My commission expires:



ZUFR

LA DIRECCION GENERAL DEL REGISTRO PUBLICO



26/03/1996

CON VISTA A LA SOLICITUD- 4973 ZULY

C E R T I F I C A -

----- QUE LA SOCIEDAD -----
LANDORIN INC.
SE ENCUENTRA REGISTRADA EN LA FICHA- 60604 ROLLO- 5579 IMAGEN- 91
DESDE EL ONCE DE MARZO DE MIL NOVECIENTOS OCHENTA Y UNO,
QUE LA SOCIEDAD SE ENCUENTRA VIGENTE
QUE SUS SUSCRIPTORES SON-
1 - EDGARDO ELOY DIAZ
2 - RUBEN QUIROS
QUE SUS DIRECTORES SON-
1 - SUZANNE VIOLLON
2 - MARKUS BINGGELI
3 - RODRIGO ZUNIGA
QUE SUS DIGNATARIOS SON-
PRESIDENTE - SUZANNE VIOLLON
TESORERO - RODRIGO ZUNIGA
SECRETARIO - MARKUS BINGGELI
QUE SU AGENTE RESIDENTE ES- RODRIGO ZUNIGA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 17 AM 8:47

EXPEDIDO Y FIRMADO EN LA CIUDAD DE PANAMA, EL VEINTISIETE DE MARZO DE
MIL NOVECIENTOS NOVENTA Y SEIS, A LAS 03:17-28.2 P.M.

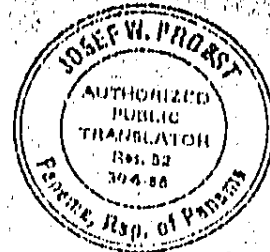
NOTA- ESTA CERTIFICACION NO ES
VALIDA SI NO LLEVA ADHERIDOS LOS
TIMBRES CORRESPONDIENTES.-

[Signature]

LIC. IVONNE ARJUNA
CERTIFICADOR



ZUFR



TRANSLATION

PG-1-

THE GENERAL DIRECTORATE OF THE PUBLIC REGISTRY
ACTING UPON REQUEST- 4973ZULY

26/03/1996

CERTIFIES

----- THAT THE CORPORATION -----
LANDORIN INC.
IS REGISTERED ON MICROJACKET: 68604, FILM: 5579, FRAME: 91, AS
FROM THE ELEVENTH OF MARCH OF NINETEEN HUNDRED EIGHTY-ONE,
THAT THIS CORPORATION IS VALIDLY EXISTING.

THAT ITS SUBSCRIBERS ARE:
(1) EDGARDO ELOY DIAZ
(2) RUBEN QUIROS

THAT ITS DIRECTORS ARE:
(1) SUZANNE VIOLLON
(2) MARKUS BINGGELI
(3) RODRIGO ZUNIGA

THAT ITS OFFICERS ARE:
PRESIDENT : SUZANNE VIOLLON
TREASURER : RODRIGO ZUNIGA
SECRETARY : MARKUS BINGGELI

THE RESIDENT AGENT IS RODRIGO ZUNIGA.

DONE AND SIGNED IN THE CITY OF PANAMA, ON THE TWENTY-SEVENTH OF
MARCH OF NINETEEN HUNDRED NINETY-SIX AT 03-12-28.2 P.M.

NOTE: THIS CERTIFICATE IS NOT
VALID IF THE PERTINENT STAMPS
ARE NOT AFFIXED HERETO.

-SEAL OF THE OFFICE OF
THE PUBLIC REGISTRY OF
THE REPUBLIC OF PANAMA-

(-OBSERVATION-: THE PERTINENT
STAMPS HAVE INDEED BEEN ADHERED)

(Sgd.) Illegible
LIC. IVONNE ARJONA
CERTIFIER

THE FOREGOING IS A TRANSLATION INTO ENGLISH FROM THE ORIGINAL
DOCUMENT IN SPANISH WHICH WAS PRESENTED TO ME.

Panama, March 27, 1996.

JOSEF W. PROBST
Authorized Public Translator

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 17 AM 8:47

F96000002475

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Landorin Incorporated
(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:

Elizabeth Schneider
(Name of Person)

GRB Realty
(Firm/Company)

1177 Louisiana Avenue, #201
(Address)

Winter Park, FL 32789
(City/State/Zip)

*Holding for
additional payment
per Ken. Counsel
HC 5117*

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 17 AM 8:47

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

Elizabeth Schneider
(Name of Person)

at (407) 644-1612
(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

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

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

May 14 1996

MAY 17 1996

Mr. Gerard York, Associate General Counsel
Florida Department of State
Tallahassee, FL

DEPARTMENT OF STATE
OFFICE OF THE SECRETARY

VIA FACSIMILE and U.S. MAIL

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##15000.00 ##15000.00

Don't Mr. York!

As per our various telephone conversations regarding the registration of Landoria, Inc. a Panamanian Corporation, Landoria, Inc. understands its obligation to pay \$15,000.00 of penalties to the State of Florida according to Section 607.1502 Florida Statutes. Unfortunately, this corporation does not have sufficient assets to pay these fees absent the sale of its condominiums.

In an effort to facilitate and expedite the payment of these penalties to the state, we are requesting that a conditional certificate of authority be issued to Landoria, Inc. which will enable it to proceed with the closing. The state's fees will be escrowed by the title company and forwarded immediately upon closing unless the state desires to have a representative present at closing. Upon receipt of the funds, the state can then issue a full certificate.

Our office has already submitted a check for \$1330.00 on Landor's behalf as payment of past due registration fees along with its formal application for certification. We request the State's forbearance in this regard in an effort to resolve this matter as expeditiously as possible for all concerned.

All parties are ready to go to the closing table immediately upon issuance of the proper documentation from the state.

Thank you very much for your assistance. I await your earliest reply.

**Blacraft,
CRB Rocky**

Elizabeth A. Schmid

Elizabeth A. Schneider
Property Manager for Landoria, Inc.

1177 Louisiana Avenue • Suite 201 • West Port TX 77589 • Tel: (409) 644-1612 • Fax: (409) 628-1612

MEMORANDUM

TO: Marc Dunbar

FROM: Hart Collins

DATE: May 1, 1986

RE: Request for Waiver of Civil Penalties due by Landorin Inc., a corporation organized under the laws of Panama

Marc, I am forwarding the file for the above ENQ that has requested the DOS to consider waiving the maximum \$15,000 in civil penalties due for transacting business in Florida since 1981 without authority. Said corporation has paid all past annual report fees (\$1,261.25) and has provided the appropriate federal income tax returns.

Please contact me if you have any questions regarding this matter.

Thanks, Hart

RECEIVED

MAY 2 1986

DEPARTMENT OF STATE
OFFICE OF THE SECRETARY

April 30, 1996

GRB Realty

Mr. Marc Dunbar, General Counsel
Florida Department of State
Tallahassee, FL

RE: Registration of LANDORIN, Inc. a Panamanian Corporation

Dear Mr. Dunbar:

As per telephone conversations with Hart Collins in the Foreign Section of the Division of Corporation, this letter is being sent to request your understanding and authorization to waive civil penalties against Landorin, Inc., a Panamanian Corporation, for failure to register with the State of Florida as defined in section 407.1501-607.1532 since 1981. The penalties would impose additional, extreme financial hardship for this corporation which has unfortunately been subjected to continuous financial losses since their original purchases dating from March 1981.

We request your leniency in this regard due to the following circumstances:

- 1) Since January 1995, we have been the property management company retained by Landorin, Inc. to oversee, manage and sell the 4 residential condominium properties they own in the Orlando, Florida area. It was at the end of December 1994 when Executech Realty Corp, the former management company, advised Landorin, Inc. that they no longer wanted to manage their properties. When Executech Realty Corp transferred the management to GRB Realty, only 3 of the 4 properties were leased. The 4th property had been vacant for over 18 months and was in great need of maintenance. We were only given keys, condo maintenance fee coupons, and the names and phone numbers of the tenants. We received no files nor any documentation regarding the corporation and the properties. Copies of the leases were furnished reluctantly when we made formal request. No moneys were transferred except for security deposits for the existing tenants. (There was also a lot of other deferred maintenance problems in the other properties that the tenants informed us about once we took over the management responsibilities.)
- 2) The former management company, Executech Realty Corp was responsible for all administrative obligations on behalf of Landorin, Inc. since the early 1980's as best as our research can tell. In fact, as best as we have been able to ascertain, it was either Executech Realty Corp or its predecessor Sikde, Inc. that initially sold these real properties to Landorin, Inc. We assume their failure to register Landorin, Inc. was an administrative oversight.
- 3) GRB Realty only became aware of this failure to be registered in February 1996 from Premier Title and Abstract, Inc. Premier Title is handling the closing of one of Landorin's properties that has been under contract to sell since January 30, 1996. The title company informed us of the need to have a certificate of good standing with the State of Florida in order to issue Title Insurance. Ever since late February, we have been working on obtaining from Panama all the information as needed to properly register the corporation with the state of Florida.
- 4) As the enclosed copies of the Federal Tax returns filed by Landorin will show, they have continuously lost money.
- 5) Landorin is selling the properties well below their original purchase price in an attempt just to liquidate and get out of real estate ownership entirely in the United States.

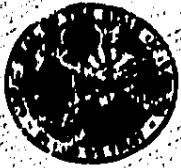
Thank you in advance for your consideration in this regard. If you need any other information, please feel free to contact me at (407) 644-1612 or by fax (407) 628-1612.

Sincerely,
GRB Realty

Elizabeth Schneider

Elizabeth Schneider
Realtor/Property Manager

1177 Louisiana Avenue • Suite 201 • Winter Park, FL 32789 • Tel: (407) 644-1612 • Fax: (407) 628-1612



Department of State

Memorandum Office of the General Counsel

TO: File

FROM: Gerard T. York, Assistant General Counsel

DATE: June 11, 1996

RE: Landorin Inc.,

Based on a review of the file and the penalties paid by the corporation, it is my recommendation that this file be closed. All penalties were paid on June 10, 1996 (\$15,000), and this corporation was qualified to do business in Florida on May 17, 1996.