

F9 6000002829

Sunbelt Research, Inc.
Requestor's Name

PO Box 11271
Address

Tallahassee FL 32302
City/State/Zip Phone #

0000018458558
06/06/96--01058--023
+++122.50 +++122.50

Office Use Only

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

1. AFOBA, N.V., Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(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
 DIVISION OF CORPORATIONS
 96 JUN -6 PM 12:42
 05 JUN -6 PM 11:17

W
4/6

SHUTTS & BOWEN

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

1500 MIAMI CENTER
201 SOUTH MIAMI AVENUE
MIAMI, FLORIDA 33131
MIAMI (305) 358-6300
MIAMI (305) 467-0041
FACSIMILE (305) 381-0082

RAUL J. SALAS
(305) 370-0140

June 4, 1996

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

Re: Afoba, N.V., Inc.
Our File No. A0267 0300

Dear Ms. Lott:

Enclosed is an Application by Foreign Corporation for Authorization to Transact Business in Florida for the above-referenced corporation. Also enclosed, and in accordance with our recent discussions with you, is 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 enclosed Application.

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

Sincerely,



Raul J. Salas

RJS:lrp
enclosures
MIA95 73668.1 - LRP

AMSTERDAM OFFICE
EUROPA BOULEVARD 89
1093 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) 367-2801

LONDON OFFICE
48 MOUNT STREET
LONDON W1Y 8RE 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) 425-8316

WEST PALM BEACH OFFICE
ONE CLEARLAKE CENTRE, SUITE 500
250 AUSTRALIAN AVENUE SOUTH
WEST PALM BEACH, FLORIDA 33401
MAILING ADDRESS P. O. BOX 2353
WEST PALM BEACH, FLORIDA 33402-3553
TELEPHONE (407) 835-8500
FACSIMILE (407) 850-8530

**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:**

AFOBA N.V., INC.

1. (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. 98-0061244
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 1/15/81 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. upon qualification (see attached Affidavit)
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.)
c/o Raul J. Salas

7. Shutta & Bowen
1500 Miami Center, 201 S. Biscayne Boulevard
Miami, Florida 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
1500 Miami Center
Office Address: 201 South Biscayne Boulevard
Miami, Florida, 33131
(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.

CORPORATION COMPANY OF MIAMI

By: Jill P. Zamas
(Registered agent's signature)

Jill Zamas, Assistant 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.

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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 DIRECTOR: Amaco (Curacao) N.V.

Chairman: _____
Address: Kaya W.F.G. (Jonbi) Mensing 36

_____ Curacao, Netherlands Antilles

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: _____

Address: _____

Vice President: T. Michael Woods

Address: 322 E. Pine Street

Orlando, FL 32801

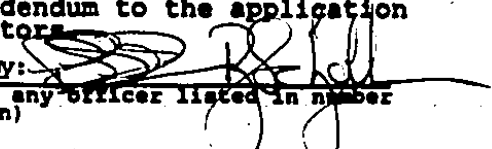
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. AMACO (Curacao) N.V., Managing Director By: 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Petra J.S. Dunselman/Rudolphus F.M. Scholten. Attorneys-in-fact
(Typed or printed name and capacity of person signing application)

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AFFIDAVIT

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

1. That ~~I am a Managing Director~~ ^{we are Attorneys-in-fact} of AMACO (Curacao) N.V., who is the sole Managing Director of Afoba, N.V., also known as Afoba N.V., Inc., a Netherlands Antilles corporation (the "Corporation").

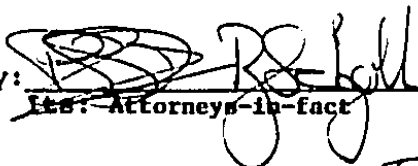
2. That the Corporation owns certain real property in the State of Florida which it purchased solely for investment purposes and on which it has earned certain incidental income that it has properly reported on its Florida income tax returns.

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

AMACO (Curacao) N.V.,
Managing Director of Afoba, N.V.

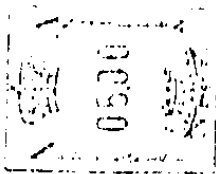
By: 
~~Its: Attorneys-in-fact~~

SWORN TO and SUBSCRIBED before me this 31st day of May, 1996.

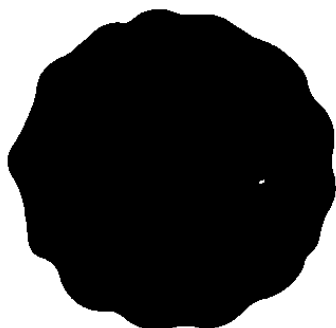
See attached
NOTARY PUBLIC

See attached
Typed or Printed Name of Notary

My commission expires:



Seen for legalisation of the signatures of
Mrs. P.J.S. Dunsolman and Mr. R.F.M. Scholten,
both residing in Curacao, who jointly have full
authority in their capacities of proxyholders of
AMACO (CURACAO) N.V.,
a corporation established in Curacao, to represent
AMACO (CURACAO) N.V.,
by me, dr Marcel van der Plank, a civil-law notary,
residing in Curacao, on this 31st day of May 1996.



[Handwritten signature]

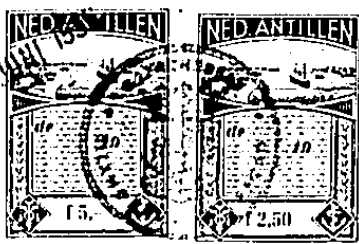
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APOSTILLE
(Convention de la Haye du 5 octobre 1961)

1. Country: Curacao, Netherlands Antilles
This public document
2. has been signed by M v. d. Plank, L. L. M.
3. acting in the capacity of a civil - Law
Notary residing in Curacao, N. A.
4. bear the seal/stamp of said civil - Law
notary Mr Marcel v. d. Plank, L. L. M.

CERTIFIED

5. at Curacao
6. the 03 JUNI 1996
7. For the Ltut Governor of the Island of Curacao
The Head of the Dept. Civil Registry & Elections
8. No. 11437
9. Seal/Stamp
10. Signatures:



[Handwritten signature]

G.S. Rojer



CERTIFICATE OF GOOD STANDING

Know All Men By These Presents that AFOBA 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 196/N.V. on the 14th day of January 1981, the Deed of Incorporation was passed on the 15th day of January, 1981, before Henri Albert Sperwer, LL.M., a civil-law notary, residing in Curaçao, Netherlands Antilles.

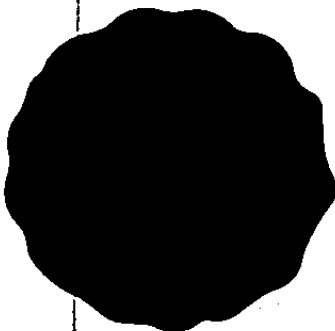
The Company was registered, as required by law, in the Commercial Register of the Chamber of Commerce of Curaçao, entered under number 28134, as evidenced by an official excerpt from the Commercial Register which is attached hereto as Exhibit "A" and made part hereof.

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

The Company maintains its corporate records at its registered offices located at Kaya W.F.G. (Jombi) Mensing 36, P.O.Box 3141, in Curaçao, Netherlands Antilles.

Signed and sealed in Curaçao, Netherlands Antilles on May 31, 1996.

AMACO (CURAÇAO) N.V.



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JUN - 6 1996
AM B: 9:30

HANDELSREGISTER CURAÇAO
(CURAÇAO COMMERCIAL REGISTER)

Excerpt from the registration of : AFOBA N.V.

established at Curaçao N.A., entered under no. 28134

Entry of a business pertaining to a corporation

Name of the Corporation is : AFOBA N.V.

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

Date of incorporation : January 15, 1981

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

Managing Director(s): (the Corporation shall be represented
against third parties including court
matters by one Managing Director)

- AMACO (CURAÇAO) N.V.

Attorney-in-fact:

Mr. T. Michael Woods - Vice President

Capital:

Authorized : USD 30,000.00
Issued : USD 6,000.00
Paid-in : USD 6,000.00

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

The expenses are Naf. 7,50

Curaçao
The Secretary

MAY 14 1995

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The objects of the Corporation are:

1. to acquire, possess, manage, sell, exchange, transfer, alienate, issue and trade in shares and other rights of participation, bonds, funds, promissory notes, debentures, bills of exchange and other evidences of indebtedness and other securities, including without limitation the short sale of securities, the purchase of securities on margin, the pledging and hypothecation of securities, the engaging in arbitrage transactions, the writing, purchase and sale of options, puts and calls, the participating in private placements, to dealing in unregistered securities, letter stocks and marketable securities representing real estate holdings;
2. the borrowing and lending of money;
3. to acquire:
 - a. revenues, derived from the alienation or leasing of the right to use copyrights, patents, designs, secret processes or formulae, trademarks and other analogous property;
 - b. 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;
 - c. considerations paid for technical assistance.
4. to invest its assets either directly or indirectly in real property and rights, situated or established outside the Netherlands Antilles, to acquire, own manage, hire, let, rent lease, lot, drain, develop, improve, cultivate, alienate, encumber and exploit real properties including real properties intended for agriculture and farming, and to build roads, dikes, and similar works on real properties situated outside the Netherlands Antilles.
5. the actual and future trading in, including the import and export of, and the processing of and the manufacture from raw materials, minerals and metals, unfinished products, processed materials and end products of any kind and under whatever name, all the foregoing insofar as this business takes place outside the Netherlands Antilles;
6. the representation and management of the interests of third parties.
7. to do, as principal, agent, commission agent, with undisclosed principal, supervisor, manager and/or administrator, all that is related with the foregoing or may be useful or required thereto, including the participation in any other enterprise with similar or related objects.

