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LAW OFFICES OF

LARRY V. BISHINS, P.A.

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Fort Lauderdale, FL 33308
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220 Sunrise Avenue, Suite 209
Palm Beach, FL 33480-3812
E-Mail: LBishins@compuserve.com

Please reply to: Fort Lauderdale

November 3, 1997

Hart Collins
Foreign Qualification and Tax Lien Section
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

RECEIVED

NOV 4 1997

RE: Capileo Company, Ltd.

Dear Mr. Collins:

Office of General Counsel
Department of State

I appreciate the fact that you took the time to discuss the possible penalties that can be assessed against the above foreign corporation under FS §607.1502. Pursuant to that telephone conversation, I am enclosing for filing an Application by Foreign Corporation for Authorization to Transact Business in Florida along with a check in the amount of \$70.00 for the application fee and a check in the amount of \$1165.00 for the past due annual report fees.

I am respectfully requesting a waiver of the penalties under FS §607.1502 for good cause shown.

The principal of Capileo Company, Ltd., Livio Pernetz, who is a resident of Venezuela, hired a West Palm Beach attorney for and on behalf of Capileo Company, Ltd. to purchase a parcel of rental property in the State of Florida. Mr. Pernetz does not reside in the State of Florida or the United States and relied on the advice of counsel as to everything that the corporation had to do to comply with both Florida and federal law. The attorney that he hired was Robert Oglesby of 250 Australian Avenue, Suite 1400, West Palm Beach, Florida 33401.

Capileo Company, Ltd. took the advice of its tax advisor and has filed all of the proper federal and state tax returns. This proves that Capileo Company, Ltd. had every intention of complying with its known legal responsibilities. It was not aware of its legal responsibility to file for authorization to do business in Florida.

Last year the Florida legislature passed an amnesty statute allowing non registrants to register between July 1, 1996 and December 31, 1996 to avoid the FS §607.1502 penalties. How could Livio Pernetz have known about the statute? The Department of State

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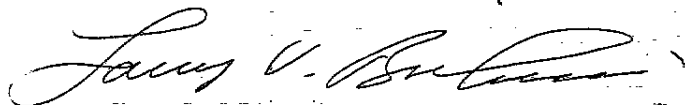
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November 3, 1997
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using the Department of Revenue's data base mailed Capileo Company, Ltd. a letter dated October 2, 1997, a copy of which is enclosed advising Capileo Company, Ltd. of its obligation to register with the Department of State and the possible penalties that the Department of State could assess against Capileo Company, Ltd. My question to the Department of State is why did the Department of State not send a letter to Capileo Company, Ltd. prior to or during the amnesty period so that Capileo Company, Ltd. could have had the opportunity to register during the amnesty period? Foreign corporations such as Capileo Company, Ltd. with little or no contact to the State of Florida other than the ownership and rental of Florida real estate would have absolutely no way to know of the amnesty. I understand that this amnesty program was part of the legislative agenda of Secretary of State Sandra B. Mortham in order to entice non-registrants to register. The problem is if the non-registrants are not notified of the amnesty program, then the program is basically worthless for such non-registrants for two reasons: 1. because they did not know in the first place that they had to register and 2. because they did not know that there was an amnesty period when they could register to avoid penalties. In all fairness to the foreign corporation non-registrants, the October 2, 1997 letter should have been mailed on July 1, 1996. If the Department of State could use the Department of Revenue data base on October 2, 1997, then the Department of State could have used the same data base on July 1, 1996 in order to notify the foreign corporation non-registrants of the amnesty period and their obligation to register. To not notify the foreign corporation non-registrants of the amnesty period before or during the amnesty period obviates the legislative agenda of Secretary of State Sandra B. Mortham as well as the intent of the Florida legislature in passing the statute.

Based on the foregoing Capileo Company, Ltd. respectfully requests that the FS \$607.1502 penalties be waived for good cause shown.

Very truly yours,



Larry V. Bishins
Attorney for
Capileo Company, Ltd.

LVB:lb
Enclosures
FedEx

LAW OFFICES OF
LARRY V. BISHINS, P.A.

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November 12, 1997

Gerald T. York, Esq.
Office of General Counsel
LL-10, The Capitol
Tallahassee, FL 32399-0250

RE: Capileo Company, Ltd.

Dear Mr. York:

Pursuant to your fax transmittal of 11/04/97, a copy of which is enclosed, I am enclosing a check in the amount of \$3000.00 to resolve the F.S. §607.1502 penalties for the above referenced corporation.

Please instruct the Department of State to issue to Capileo Company Ltd. a Certificate of Authority.

Thank you for your help in resolving this matter.

Very truly yours,



Larry V. Bishins

LVB:lb
Enclosure
Certified Mail-Return Receipt Requested

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NOV 17 1997

Office of General Counsel
Department of State



Department of State

Memorandum Office of the General Counsel

TO: File

FROM: Gerard York, Assistant General Counsel

DATE: November 18, 1997

RE: Capileo Company, Ltd.

Based on my review of the file and the payments received from the corporation, it is my recommendation that this file be closed. Corporation has previously paid outstanding report fees from 1991 of \$1165.00 and has now paid foreign non-qualified penalties of \$ 3000.00 assessed at the statutory minimum. Corporation wishes to be qualified to do business in the State of Florida. Accordingly, it is recommended corporation be issued a certificate of authority.

/gty

**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. CAPILEO COMPANY LIMITED
(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
(State or country under the law of which it is incorporated)
3. 98-0117538
(FEI number, if applicable)
4. 9-5-88
(Date of Incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. 1-1-91
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)
7. c/o David Zugman, CPA, 4875 North Federal Highway
Fort Lauderdale, FL 33308
(Current mailing address)
8. Real Estate Rentals
(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: Larry V. Bishins
4548 North Federal Hwy
Office Address: _____
Fort Lauderdale, FL 33308, Florida, _____
(Zip Code)

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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.

Larry V. Bishins
(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: (Street address ONLY- P. O. Box NOT acceptable)

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

Chairman: Livio G. Pernetz

Address: c/o David Zugman, 4875 N. Federal Hwy, 4th Floor
Fort Lauderdale, FL 33308

Vice Chairman: N/A

Address: _____

Director: Livio G. Pernetz

Address: c/o David Zugman, 4875 N. Federal Hwy, 4th Floor
Fort Lauderdale, FL 33308

Director: N/A

Address: _____

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

President: Livio G. Pernetz

Address: c/o David Zugman, 4875 N. Federal Hwy, 4th Floor
Fort Lauderdale, FL 33308

Vice President: Livio G. Pernetz

Address: c/o David Zugman, 4875 N. Federal Hwy, 4th Floor
Fort Lauderdale, FL 33308

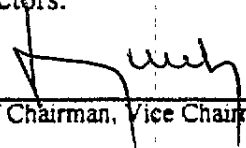
Secretary: Livio G. Pernetz

Address: c/o David Zugman, 4875 N. Federal Hwy, 4th Floor
Fort Lauderdale, FL 33308

Treasurer: Livio G. Pernetz

Address: c/o David Zugman, 4875 N. Federal Hwy, 4th Floor
Fort Lauderdale, FL 33308

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. Livio G. Pernetz
(Typed or printed name and capacity of person signing application)

TERRITORY OF THE BRITISH VIRGIN ISLANDS
THE INTERNATIONAL BUSINESS COMPANIES ACT
(CAP. 291)

CERTIFICATE OF GOOD STANDING

(Section 114)

No. 9684 CAPILEO COMPANY LIMITED

The Registrar of Companies of the British Virgin Islands
DO HEREBY CERTIFY:

1. *The above company was duly incorporated under the provisions of the International Business Companies Act, (Cap.291) on the 5th day of September, 1988 as Company No. 9684 of the register of International Business Companies.*
2. *The name of the Company is still on the register of International Business Companies and the company has paid all fees, licence fees, and penalties due and payable under the provisions of sections 104 and 105 of the said Act.*
3. *The company has not submitted to me articles of merger or consolidation that have not yet become effective.*
4. *The company has not submitted to me articles of arrangement that have not yet become effective.*
5. *The company is not in the process of being wound up and dissolved.*
6. *No proceedings have been instituted to strike the name of the company off the said register.*
7. *In so far as is evidenced by the documents filed with me the company is in good legal standing.*

Given under my hand and seal
at Road Town, Tortola in the
Territory of the British Virgin Islands
this 29th day of October, 1997

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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Art. [Signature]
REGISTRAR OF COMPANIES