

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: BENI INTERNATIONAL, S.A. CORP.

(Name of corporation - must include suffix)

Dear Sir or Madam:

300002354783--6
-11/21/97--01117--002
***1365.00 ***1365.00

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:

ARMANDO G. MENDIVE

(Name of Person)

MENDIVE & ASSOCIATES, P.A.

(Firm/Company)

250 CATALONIA AVENUE, SUITE 705

(Address)

CORAL GABLES, FL 33134

(City/State/Zip)

500002313015--1
-10/06/97--01143--003
*****70.00 *****70.00

W97-22906

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

ARMANDO G. MENDIVE

(Name of Person)

at (305) 442-8890

(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

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11/21



Department of State

Memorandum Office of the General Counsel

TO: File

FROM: Gerard York, Assistant General Counsel

DATE: November 20, 1997

RE: Beni International, S.A. Corp.

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 paid outstanding report fees from 1995 of \$365.00 and foreign non-qualified penalties of \$ 1000.00 assessed at the statutory minimum of \$500 per year. 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/gty

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MENDIVE & ASSOCIATES, P.A.
CERTIFIED PUBLIC ACCOUNTANTS

A.G. MENDIVE, C.P.A.
ANGEL P. GARCIA, C.P.A.
EDUARDO GUERNICA, C.P.A.

October 15, 1997

Mr. Michael Mays
Document Specialist
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Beni International S.A. Corp

Dear Mr. Mays:

As per our telephone conversation, the purpose of this letter is to seek your help in correcting what I think might be an error in the preparation of the registration documents for the aforementioned corporation.

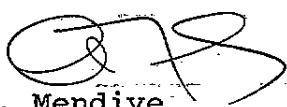
In the original registration we stated that the Corporation started to transact business in Florida in the year 1995, essentially, because it was on December of that year that it acquired two apartment units which were to be used as vacation homes by its stockholders, all of which are members of the same family. They thought to use a corporation to hold title to the units because of liability concerns, and to expedite the transfer of title in case of death.

Since then, they have occasionally rented one of the units when an opportunity, which does not interfere with their plans for personal use, has presented itself. It is not now, nor has it been their intention at any time, to acquire these units for anything except for personal use.

Given this set of circumstances, I need your help in determining if this form should have been prepared and filed at all, as I feel, that based on the information received from your Department, the filing was made in error. Please advice.

Sincerely yours,

MENDIVE & ASSOCIATES, P.A.


A.G. Mendive
For the Firm

AGM/me

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 7, 1997

ARMANDO G. MENDIVE
%MENDIVE & ASSOCIATES, P.A.
250 CATALONIA AVENUE STE 705
CORAL GABLES, FL 33134

SUBJECT: BENI INTERNATIONAL S.A. CORP.
Ref. Number: W97000022906

We have received your document for BENI INTERNATIONAL S.A. CORP. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$2365.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business 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 in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 497A00049165

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DIVISION OF CORPORATIONS
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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. BENI INTERNATIONAL, S.A. 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. PANAMA

(State or country under the law of which it is incorporated)

3. 65-0705648

(FEI number, if applicable)

4. NOVEMBER 6, 1995

(Date of Incorporation)

5. PERPETUAL

(Duration: Year corp. will cease to exist or
"perpetual")

6. NOVEMBER 6, 1995

(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. c/o MENDIVE & ASSOCIATES, P.A.

250 CATALONIA AVENUE, SUITE 705 CORAL GABLES, FL 33134

(Current mailing address)

8. REAL ESTATE - RENTAL AND INVESTMENTS

(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: ARMANDO G. MENDIVE

MENDIVE & ASSOCIATES, P.A.

Office Address: 250 CATALONIA AVENUE, #705

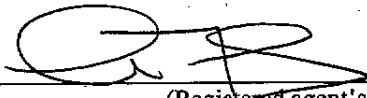
CORAL GABLES

, Florida, 33134

(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.



(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.

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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)

Chairman: GIUSEPPE PEDERSOLI

Address: c/o MENDIVE & ASSOCIATES, P.A.

250 CATALONIA AVENUE, #705 CORAL GABLES, FL 33134

Vice Chairman: MARIA VASATURO IN PEDERSOLI

Address: c/o MENDIVE & ASSOCIATES, P.A.

250 CATALONIA AVENUE, SUITE 705 CORAL GABLES, FL 33134

Director: ZOILA PEDERSOLI

Address: c/o MENDIVE & ASSOCIATES, P.A.

250 CATALONIA AVENUE, SUITE 705 CORAL GABLES, FL 33134

Director:

Address:

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

President: GIUSEPPE PEDERSOLI

Address: c/o MENDIVE & ASSOCIATES, P.A.

250 CATALONIA AVENUE, SUITE 705 CORAL GABLES, FL 33134

Vice President: NONE

Address:

Secretary: GIUSEPPE PEDERSOLI

Address: c/o MENDIVE & ASSOCIATES, P.A.

250 CATALONIA AVENUE, SUITE 705 CORAL GABLES, FL 33134

Treasurer: GIUSEPPE PEDERSOLI

Address: c/o 250 CATALONIA AVENUE, SUITE 705 CORAL GABLES, FL 33134

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

13.

Giuseppe Pedersoli 9/28/1997

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

14. GIUSEPPE PEDERSOLI

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

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REPUBLICA DE PANAMA



DIRECCION GENERAL DEL REGISTRO PUBLICO

CON VISTA A LA SOLICITUD 40541

08/08/1997

MINISTERIO DE GOBIERNO Y JUSTICIA

DIRECCION GENERAL DEL REGISTRO PUBLICO

QUE LA SOCIEDAD

BENI INTERNATIONAL S.A. CORP.

308664 ROLLO-47806 IMAGEN-85

SE ENCUENTRA REGISTRADA EN LA FICHA DESDE EL SEIS DE NOVIEMBRE DE MIL NOVECIENTOS NOVENTA Y CINCO

QUE LA SOCIEDAD SE ENCUENTRA VIGENTE

QUE SUS SUSCRIPTORES SON:

1.- RAYON RICARDO BENEDETTI

2.- ELLY BENEDETTI

QUE SUS DIRECTORES SON:

1.- GIUSEPPE PEDERSOLI

2.- MARIA VASATURU IN PEDERSOLI

3.- ZULIA PEDERSOLI

QUE SUS SIGNATARIOS SON:

PRESIDENTE

GIUSEPPE PEDERSOLI

TESORERO

GIUSEPPE PEDERSOLI

SECRETARIO

GIUSEPPE PEDERSOLI

QUE LA REPRESENTACION LEGAL LA EJERCERA EL PRESIDENTE

QUE SU AGENTE RESIDENTE ES: BENEDETTI & BENEDETTI

QUE SU CAPITAL ES DE \$10,000.00 DOLARES AMERICANOS

QUE SU DURACION ES PERPETUA

QUE SU DOMICILIO ES PANAMA

EXPEDIDO Y FIRMADO EN LA CIUDAD DE PANAMA, EL CINCO DE AGOSTO DE MIL NOVECIENTOS NOVENTA Y SIETE A LAS OCHO Y CINCO HORAS

ACTA-ESTA CERTIFICACION PAGA EL IMPUESTO DE TIMBRE POR UN VALOR DE \$7.14.00

CCMPROBANTE NC. 40541

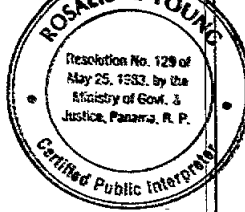
FECHA: 08/08/1997

[Firma manuscrita]

MIGDALIA DE VALDIVIESO

CERTIFICACION





" T R A N S L A T I O N "
THE GENERAL DIRECTORATE OF THE PUBLIC REGISTRY
IN VIEW OF PETITION: 40541

08/08/1997

C E R T I F I E S:

-----That the corporation-----

BENI INTERNATIONAL S.A. CORP.

Is registered at Microjacket- 308664 Roll 47806 Frame- 85 since
November sixth, nineteen ninety five,

That the corporation is in good standing.

That its Subscriptors are:

- 1 - Ramon Ricardo Benedetti
- 2 - Eloy Benedetti

That its Directors are:

1. GIUSEPPE PEDERSOLI
2. MARIA VASATURO IN PEDERSOLI
3. ZOILA PEDERSOLI

That its Officers are:

President	GIUSEPPE PEDERSOLI
Treasurer	GIUSEPPE PEDERSOLI
Secretary	GIUSEPPE PEDERSOLI

That the Legal Representation will be exercise by the President

That its Resident Agent is BENEDETTI & BENEDETTI

That its capital is US\$10,000.00 American Dollar

That its duration is Perpetual

That its domicile is Panama

Issued and signed in the City of Panama, on the eleventh day of
August, nineteen ninety seven, at 08-50-54.1 A.M.

NOTE- This Certificate has paid stamp taxes in the amount of
US\$14.00. Receipt No.40541 Date: 08/08/1997

(Sgd.) MIGDALIA DE VALDIVIESO --Certifying Officer.

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IT IS A TRUE AND LAWFUL TRANSLATION INTO THE ENGLISH LANGUAGE OF
THE ATTACHED DOCUMENT WRITTEN IN SPANISH.

Panama, August 14, 1997

The undersigned, Certified Public
Interpreter, hereby attests that the
foregoing has been duly translated to
the English language from the Spanish
document.

Rosalie A. Young
ROSALIE A. YOUNG