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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: PERUNIA S.A.  
(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:

Joel J. Karp

(Name of Person)

Karp & Genauer, P.A.

(Firm/Company)

2 Alhambra Plaza, Suite 1202

(Address)

Coral Gables, FL 33134

(City/State/Zip)

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

100002925661--E  
-07/08/99--01006--001  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Stewart Kasner

(Name of Person)

at ( 305 ) 445-3545

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section  
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

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee    ☐ \$78.75 Filing Fee & Certificate of Status    ☐ \$78.75 Filing Fee & Certified Copy    ☒ \$87.50 Filing Fee, Certificate of Status & Certified Copy

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99 JUL -8 AM 9:11  
TALLAHASSEE, FLORIDA  
LC 7/8

**KARP & GENAUER**  
PROFESSIONAL ASSOCIATION

2 ALHAMBRA PLAZA  
SUITE 1202  
CORAL GABLES, FLORIDA 33134

TELEPHONE: (305) 445-3545  
FAX: (305) 461-3545

July 6, 1999

**VIA FEDERAL EXPRESS**

Mr. Lee Rivers  
Florida Department of State  
Qualification/Tax Lien Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

RE: **PERUNIA, S.A.**  
Our File No. 1534.02

Dear Mr. Rivers:

We are submitting the enclosed Transmittal Letter and Application by Foreign Corporation for Authorization to Transact Business in Florida (the "Application") pursuant to your instructions in our telephone conversations over the past few weeks.

Perunia, S.A. ("Perunia") was incorporated in Costa Rica on September 13, 1978. In 1979, Perunia unnecessarily filed an application similar to the one enclosed. The reason the 1979 application was unnecessary is because Perunia's sole activity is and always has been the owning, with more, of real property. That activity does not constitute transacting business in the State of Florida, and as such, Perunia was not required to obtain a certificate of authority to do so. *See* FLA. STAT. 607.1501(2).

The authority to transact business in Florida granted to Perunia by the Department of State (the "Department") in 1979 as a result of its application that year lapsed in 1980 when Perunia's annual report was not filed. Your records indicate that Perunia was "involuntarily dissolved", however, we understand that term was used in 1980 in lieu of the current classification of "revoked". In any case, Perunia still exists as a corporation in good standing in Costa Rica.

Mr. Lee Rivers  
Florida Department of State  
July 6, 1999  
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Now, Perunia intends to sell its real property holdings. We expect that any purchaser and any title company involved in the sale will require Perunia to show that it is authorized to transact business in the State of Florida, even though such authorization is not required by law. Although Perunia's authorization to transact business in Florida lapsed over 18 years ago, you have explained that it is not necessary to bring all of those years into good standing because Perunia did not, by statutory definition, transact business in those years. Therefore, the enclosed Application is being submitted in a manner similar to that of a corporation applying for authorization to transact business for the first time.

On December 3, 1998 a Certificate of Incorporation and Good Standing from Costa Rica's Mercantile Registry (the "Certificate") was obtained by Perunia's sole director, Ephraim Kaufman. It took Mr. Kaufman one year and three months to obtain the Certificate. One of the requirements included in the instructions to the Application is the filing of an original certificate of existence, no more than ninety days old. To obtain such a recent certificate (no more than ninety days old) from Costa Rica's Mercantile Registry would be nearly impossible. Please accept the enclosed copy of Perunia's Certificate issued on December 3, 1998 in satisfaction of this requirement.

Thank you very much for your assistance in this matter.

Please call me if you have any questions.

Very truly yours,

KARP & GENAUER, P.A.



Stewart L. Kasner  
For the Firm

SLK/hei  
Enclosures

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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. PERUNIA S.A.  
(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. Costa Rica 3. n/a  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 9/13/78 5. 99 years  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Perunia S.A. does not transact business in Florida. It owns real property,  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.) no more.
7. c/o Karp & Genauer, P.A.  
2 Alhambra Plaza, Suite 1202, Coral Gables, FL 33134  
(Current mailing address)
8. To own, without more, real property in the State of Florida.  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)  
Name: Alhambra Registered Agents, Inc.  
c/o Karp & Genauer, P.A.  
Office Address: 2 Alhambra Plaza, Suite 1202  
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.*  
**ALHAMBRA REGISTERED AGENTS, INC.**  
By: Joel J. Karp  
(Registered agent's signature)  
**Joel J. Karp, President**
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)

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STATE  
FLORIDA

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

Chairman: Ephraim Kaufman

Address: Calle Sorocaima, Qta. Landa, El Rosal  
Caracas, Venezuela 101A

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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

President: Roberto Losilla Gamboa

Address: 250 Metros Norte  
San Jose, Costa Rica

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_


Secretary: Roberto Losilla Gamboa

Address: 250 Metros Norte  
San Jose, Costa Rica

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

**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. Ephraim Kaufman, Chairman  
(Typed or printed name and capacity of person signing application)

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SECURITY DIVISION  
TALLAHASSEE FLORIDA

**CERTIFICATE OF INCORPORATION  
AND  
GOOD STANDING**

**FERNAN PACHECO ALFARO**, Notary Public of San José, Costa Rica, appointed for life **DOES HEREBY CERTIFY** pursuant to the Costa Rican Commerce Code, that according to the registration practiced at the Mercantile Registry at the books 193 and 218, pages 569 and 454, entries 530 and 475, all the requirements established by said law for the incorporation of companies in Costa Rica have been accomplished and that in consequence,

**PERUNIA, SOCIEDAD ANONIMA,**

corporate identity number 3-101-037134, is duly incorporated in Costa Rica since September 13th, 1978, and has a social term of 99 years. Domicile: San José, Costa Rica. Object: commerce, agriculture, construction, and industry. Capital: Five thousand U.S. dollars represented by fifty common and bearer shares with a value of US\$100.00 each. Legal representation: corresponds to the President of the company with full powers of attorney without any amount limitation. President: Roberto Losilla Gamboa.

In testimony whereof, I have hereunto set my hand and seal in San José on this third day of December of 1998.

  
\_\_\_\_\_  
Lic. Fernán Pacheco Alfaro  
Notary Public

99 JUL 28 AM 10:20  
SECRETARÍA DE FISCALÍA  
FISCALÍA DE LA CIUDAD DE SAN JOSÉ

