

F 99000004704

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

900002919219--3
-06/30/99-01027--002
*****70.00 *****70.00

SUBJECT: Torbernite Holdings Limited
(Name of corporation - must include suffix)

900002919219--3
-07/21/99-01002--001
*****150.00 *****150.00

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:

John L. Hofmann
(Name of Person)

J L Hofmann & Associates, P.A.
(Firm/Company)

900002919219--3
-08/16/99-01024--003
*****500.00 *****500.00

329 Granello Avenue
(Address)

Coral Gables, FL 33146
(City/State/Zip)

W99-15509

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

John L. Hofmann
(Name of Person)

at (305) 461-4400
(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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DIVISION OF CORPORATIONS
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/AL

J L Hofmann & Associates, P.A.

Certified Public Accountants

RECEIVED

JUL 21 1999

**Office of General Counsel
Department of State**

July 16, 1999

Agnes Lunt
Document Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Torbernite Holdings Limited Corp. - Ref. Number: W99000015509

Dear Ms. Lunt:

We are in receipt of your letter dated July 6, 1999 (copy attached) regarding the above-referenced corporation. Please note that the corporation was unaware of the filing requirement in the State of Florida until they sought advice here in the U.S.

The corporation voluntarily applied for "authorization to transact business in Florida". The corporation is a small company currently experiencing losses and therefore does not have the ability to pay the civil penalty.

For these reasons the corporation respectfully requests that the State of Florida compromise the civil penalty in the amount of \$1,000.

We have attached a check in the amount of \$150 payable to Department of State to cover the annual report filing fee.

If you have any questions or need additional information, please contact us. Thank you.

Sincerely,


John L. Hofmann

enclosures

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DIVISION OF CORPORATIONS
99 SEP 10 PM 1:45**



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 6, 1999

JOHN L. HOFMANN
J L HOFMANN & ASSOCIATES, P.A.
329 CRANELLO AVE.
CORAL GABLES, FL 33146

SUBJECT: TORBERNITE HOLDINGS LIMITED
Ref. Number: W99000015509

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DIVISION OF CORPORATIONS
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We have received your document for TORBERNITE HOLDINGS LIMITED and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

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 \$1150.00.

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 notarized 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) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 199A00035055



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

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DIVISION OF CORPORATIONS
-99 SEP 10 PM 1:45

August 17, 1999

JOHN L. HOFMANN
J L HOFMANN & ASSOCIATES, P.A.
329 CRANELLO AVE.
CORAL GABLES, FL 33146

SUBJECT: TORBERNITE HOLDINGS LIMITED
Ref. Number: W99000015509

We have received your document for TORBERNITE HOLDINGS LIMITED and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

The use of LIMITED or LTD. is not acceptable as a corporate suffix. The name must include a word such as INCORPORATED, INC., CORPORATION, CORP., COMPANY, or CO.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 999A00041353



Department of State

Memorandum Office of the General Counsel

TO: File

FROM: Gerard York, Assistant General Counsel

DATE: August 9, 1999

RE: Tobernite Holdings Limited

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 1998 of \$ 150 and foreign non-qualified penalties for the same period of \$ 500 assessed at the statutory minimum and wishes to be qualified to do business in the State of Florida. Accordingly, it is recommended that upon resolution of other outstanding issues corporation be issued a certificate of authority.

/gty

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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. Torbernite Holdings Limited 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. British Virgin Islands

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

3. 52-2178037

(FEI number, if applicable)

4. April 27, 1998

(Date of Incorporation)

5. Perpetual

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

6. July 7, 1998

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

7. _____

P.O. Box 025323, CCS 2030, Miami, FL 33102-5323

(Current mailing address)

8. Investments in real estate

(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: United States Registered Agents, Inc.

Office Address: 329 Granello Avenue

Coral Gables

Florida,

33146

(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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DIVISION OF CORPORATIONS

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Eugenio Perichi

Address: P.O. Box 025323, CCS 2030
Miami, FL 33102-5323

Director: Ana Carolina Valencia Ramirez

Address: P.O. Box 025323, CCS 2030
Miami, FL 33102-5323

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

President: Eugenio Perichi

Address: P.O. Box 025323, CCS 2030
Miami, FL 33102-5323

Vice President: _____

Address: _____


Secretary: _____

Address: _____

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



SECRETARY OF STATE

DIVISION OF CORPORATIONS
99 SEP 10 PM 1:45

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

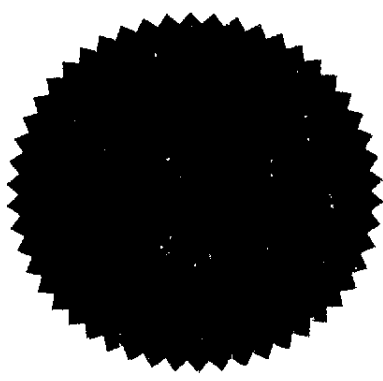
CERTIFICATE OF INCORPORATION (SECTIONS 14 AND 15)

No. 277377

The Registrar of Companies of the British Virgin Islands HEREBY CERTIFIES
pursuant to the International Business Companies Act, Cap. 291 that all
the requirements of the Act in respect of incorporation having been satisfied,

TORBERNITE HOLDINGS LIMITED

is incorporated in the British Virgin Islands as an International Business
Company this 27th day of April, 1998.



Given under my hand and seal at
Road Town, in the Territory of the
British Virgin Islands

Roderick Semmler

CRTI0017

REGISTRAR OF COMPANIES

I hereby certify that this is a true
and correct copy of the original document

By: *Anne E. Cario*

ANNE E. CARIO
MY COMMISSION # CC 656452
EXPIRES: June 17, 2001
Bonded Thru Notary Public Underwriters

