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P11492

January 21, 1999

Florida Department of State  
Foreign Qualification and Tax Lien Section  
P. O. Box 6327  
Tallahassee, FL. 32314

In re: Gambana Enterprises Inc. N. V. - P11492

Mesdames & Gentlemen:

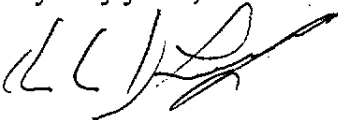
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The stockholders of the referenced company have asked me to reply to your recent communication regarding its no longer being qualified to transaction business in the State of Florida.

Notwithstanding its at one time having been qualified to do business in Florida, Gambana has at no time transacted business in the State of Florida. Gambana purchased a vacant property in Miami which had formally been used as an Exxon service station. Gambana's only activities have revolved about attempting to have the property sold through an independent registered real estate broker, and to contract with other independent companies in an effort to clean the premises of underground environmental contamination and complying with City of Miami requirements that the premises be kept reasonably trim. When it was discovered that the former service station building was being used by vagrants and possibly crack-users, the company incurred the expense of having the building demolished. The property has never been rented nor offered for rent.

Accordingly I deem that the company falls under the provisions of Chapter 607.1501 (m) as the owner, without more, of real property. It is thus my judgment that the company does not have to qualify to transact business in Florida. I should greatly appreciate your advising me whether you deem my position to be correct and, if not, why.

Very truly yours,



Owen S. Freed

Rec. HC 1/25



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

January 25, 1999

OWEN S. FREED, ESQ.  
STEARNS, WEAVER, ET AL.  
150 W. FLAGLER ST  
MIAMI, FL 33130

SUBJECT: GAMBANA ENTERPRISES INC. N.V.  
Ref. Number: P11492

Thank you for responding to our inquiry regarding foreign corporations obtaining authority to transact business in Florida. I have noted and reconciled your response to this inquiry. However, as the above referenced foreign corporation owns real property in this state, it is required to designate and continuously maintain a registered agent and registered office in Florida pursuant to s. 607.0505, F.S.. I have enclosed the proper form for convenience.

If you have any questions concerning the filing of your document, please call (850) 487-6092.

Hart Collins  
Senior Corporate Section Administrator

Letter Number: 499A00003206