

F 95000005712

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: IAN HENDERSON ASSOCIATES LTD
(Name of corporation - must include suffix)

Dear Sir or Madam:

W95-2193

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:

000001641180
-11/20/95--01012--001
***3600.00 ***3600.00

MRS. H. P. SMITH

(Name of Person)

IAN HENDERSON ASSOCIATES LTD

(Firm/Company)

300001618073
-10/24/95--01010--014
*****70.00 *****70.00

23 CATHEDRAL YARD, EXETER

(Address)

DEVON EX1 1HB

(City/State/Zip)

W211/22

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

MRS. H. P. SMITH
(Name of Person)

at (01392) 53225
(Area Code & Daytime Telephone Number)

55 NOV 22 PM '95

RECEIVED BY TELETYPE

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



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

October 24, 1995

MRS. H.P. SMITH
IAN HENDERSON ASSOCIATES, LTD.
23 CATHEDRAL YARD, EXETER, DEVON
ENGLAND EX1 1HB,

SUBJECT: IAN HENDERSON ASSOCIATIES LIMITED
Ref. Number: W95000021193

We have received your document for IAN HENDERSON ASSOCIATIES 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):

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 \$3,600.00.

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

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

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

It is unclear which certificate of existence matches this corporation. The one which refers to the same date of incorporation as is listed in line 4 of your application is for EXETER ASSET MANAGEMENT LIMITED. The one with the same name as is listed in line 1 of your application lists an incorporation date of

October 1st, 1993. You must submit a certificate which matches your application.

If you have any questions concerning the filing of your document, please call (904) 487-6958.

Loo Rivas
Document Examiner

Letter Number: 095A00047789



IAN HENDERSON ASSOCIATES LIMITED

23 CATHEDRAL YARD EXETER EX1 1HB TEL 01392 63225 FAX 01392 498311

Ms. Sandra B. Mortham,
Secretary of State,
Florida Department of State,
P. O. Box 6327,
Tallahassee, Florida 32314,
United States of America

27th October 1995

Ref: W95000021193

Dear Ms. Mortham,

With reference to letter No. 095A00047789, I wish to give the following information:

Mr. Ian Henderson owns 90% of this Company's shares. Perhaps in the States this might be treated as Mr. Henderson acting as an individual. The Company was incorporated on 20th August 1986 under the UK Companies Act 1985 as a limited COMPANY. I cannot add the word "company" to the title.

On 1st October 1993, the Company changed its name to Exeter Asset Management Ltd. The Certificate of Incorporation which was sent to you certifies that Exeter Asset Management Limited was formerly called Ian Henderson Associates Limited. A company called Bondco 524 Limited (which had been incorporated on 17th May 1993) was purchased and its name changed to Ian Henderson Associates Limited on 1st October 1993. The property was then transferred from Exeter Asset Management Ltd. to Ian Henderson Associates Limited.

I enclose copies of relevant Change of Name Certificates in case these might be of assistance.

Please let me know if there is any further information you require. I shall be pleased to send a cheque as soon as the application is accepted.

Yours sincerely,

Mrs. H. P. Smith,
Director



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 6, 1995

MRS. H.P. SMITH
IAN HENDERSON ASSOCIATES, LTD.
23 CATHEDRAL YARD, EXETER, DEVON
ENGLAND EX1 1HB

SUBJECT: IAN HENDERSON ASSOCIATIES LIMITED
Ref. Number: W95000021193

We have received your document for IAN HENDERSON ASSOCIATIES 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):

Please be advised that the annual report and penalty fees of \$3,600 must be paid before the corporation may be authorized. Please also note that, for the purpose of filing in Florida, you must add a corporate suffix to the name in line 1. This does not affect the name of the corporation as it is filed in the UK, but we cannot file your application without such a suffix. Please also note that your Registered Agent's signature must be an original; we cannot accept photocopies or facsimiles.

If you wish to file this application for the corporation which was incorporated on August 20, 1986, as listed in line 4, the name in line 1 must match the name on the certificate you submitted reflecting the same date. That name is EXETER ASSET MANAGEMENT LIMITED. If you instead wish to file this application for the corporation currently named IAN HENDERSON ASSOCIATED LIMITED, please change line 4 to reflect, as does the certificate you submitted, that this corporation was incorporated on May 17, 1993. The information in lines 1 and 4 must match a single certificate of existence.

If you have any questions concerning the filing of your document, please call (904) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 495A00049402



IAN HENDERSON ASSOCIATES LIMITED

23 CATHEDRAL YARD EXETER EX1 1HB TEL: 01392 63225 FAX: 01392 498311

Mr. Leo Rivers,
Florida Department of State,
P. O. Box 6327,
Tallahassee, Florida 32314,
United States of America

13th November 1995

Ref: 495A00049402

Dear Mr. Rivers,

Further to our telephone conversation today, I enclose a cheque for \$3,600 to cover the penalties owing on our application.

I have now amended the blue form of application to read Ian Henderson Associates Ltd. Corporation, and changed the date in Line 4 to 17th May 1993, as shown in the certificate of existence which is already in your possession.

I have passed the form to Jean Styles in Kissimmee and asked her to forward it to you when she has signed it. I hope this will finalise the matter.

Yours sincerely,

Mrs. H. P. Smith,
Director

RE LETTER:
495A 00049402

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA

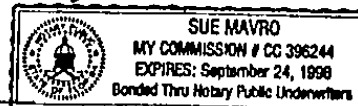
IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

1. IAN HENDERSON ASSOCIATES LTD CORPORATION
(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. UNITED KINGDOM
(State or country under the law of which it is incorporated)
3. 980142509
(FBI number, if applicable)
4. 17 MAY 1993
~~20 AUGUST 1986~~
(Date of Incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. JANUARY 1992
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 23 CATHEDRAL YARD, EXETER, EX1 1HB
ENGLAND UNITED KINGDOM
(Current mailing address)
8. VILLA RENTAL
(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: JEAN E. STYLES
Office Address: 2973 VINELAND ROAD
KISSIMEE, Florida, 34746
(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.

Jean E. Styles
(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.

Sue Mavro
11/20/95
Jean E. Styles
personally
present

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: I. J. S. HENDERSON

Address: 23 CATHEDRAL YARD, EPTON, EX1 1HB U.K.

Vice-Chairman: _____

Address: _____

Director: MRS. H. P. SMITH

Address: AS ABOVE

~~Director:~~ _____

Address: _____

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

President: _____

Address: _____

Vice-President: _____

Address: _____

Secretary: I. J. S. HENDERSON

Address: AS ABOVE

Treasurer: _____

Address: _____

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

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

14. MRS. H. P. SMITH DIRECTOR
(Typed or printed name and capacity of person signing application)



THE COMPANIES ACT 1985

Company No. 2818286

The Registrar of Companies for England and Wales hereby certifies that

IAN HENDERSON ASSOCIATES LIMITED

formerly called **BONDCO 524 LIMITED**

REGISTERED
IN THE
COMPANIES
ACT 1985

which name was changed by special resolution was incorporated under the
Companies Act 1985

as a limited company on the **17th May 1993** and that the certificate of
incorporation altered to meet the circumstances of the case was issued on
the **1st October 1993**

Given at Companies House, Cardiff, the **16th October 1995**

C. Morrison

C. MORRISON
for the Registrar of Companies