

F98000004848



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 939541 8796A

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia P. [illegible]

ORDER DATE : August 25, 1998

ORDER TIME : 2:14 PM

ORDER NO. : 939541-005

500002625975--9

CUSTOMER NO: 8796A

CUSTOMER: Ms. Lina Angelici
Schifino & Fleischer
One Tampa City Center, #2700
201 North Franklin Street
Tampa, FL 33602

FOREIGN FILINGS

NAME: THE GEMESIS CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

8/26/98

DIVISION OF CORPORATION

93 AUG 26 PM 2:43

RECEIVED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 AUG 26 PM 3:26

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CONFORMED COPY

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. The Gemesis 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. Delaware

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

3. 59-3423268

(FEI number, if applicable)

4. 10-9-96

(Date of Incorporation)

5. Perpetual

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

6. April 1, 1998

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 595 Bay Isles Road

Longboat Key, Florida 34228

(Current mailing address)

8.

~~Engage in any lawful act or activity~~

(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: Tom L. Irving

Office Address: 595 Bay Isles Road

Longboat Key, Florida,

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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.

By:


(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.

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: See Addendum

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See Addendum

Address: _____

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

14. Tom L. Irving, Vice President Finance, Assistant Secretary
(Typed or printed name and capacity of person signing application)

**Names and Addresses
of Officers and Directors**

A. Directors

| <u>Name</u> | <u>Title</u> | <u>Address</u> |
|---------------------|--------------|--|
| Thomas V. Buffet | Co-Chairman | 595 Bay Isles Road Longboat Key, FL 34228 |
| Carter W. Clarke | Co-Chairman | 595 Bay Isles Road Longboat Key, FL 34228 |
| Dr. Reza Abbaschian | Director | 595 Bay Isles Road Longboat Key, FL 34228 |
| Christian E. Dante | Director | 595 Bay Isles Road Longboat Key, FL 34228 |
| Wayland R. Hicks | Director | 595 Bay Isles Road Longboat Key, FL 34228 |
| Vladimir V. Kozlov | Director | 595 Bay Isles Road Longboat Key, FL 34228 |
| Yuriy K. Semenov | Director | 595 Bay Isles Road Longboat Key, FL 34228 |

B. Officers

| <u>Name</u> | <u>Title</u> | <u>Address</u> |
|--------------------|---|--|
| Carter W. Clarke | President and Chief Executive Officer | 595 Bay Isles Road Longboat Key, FL 34228 |
| Christian E. Dante | Senior Vice President, Secretary and Treasurer | 595 Bay Isles Road Longboat Key, FL 34228 |
| Tom L. Irving | Vice-President Finance and Assistant Secretary | 595 Bay Isles Road Longboat Key, FL 34228 |

Addendum
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TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE GEMESIS CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIFTH DAY OF AUGUST, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 AUG 26 PM 3:27

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9269728
08-25-98

Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: