

JAN 5 2005 5:28 PM FOLEY LARDNER

NO. 4848 Page 1 of 1

H58430

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet.**  
Type the fax audit number (shown below) on the top and bottom  
of all pages of the document.

((H05000002965 3)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser  
from this page. Doing so will generate another cover sheet.**

FILED  
05 JAN -5 PM 4:40  
SECRETARY OF STATE  
CLERK

To:  
Division of Corporations  
Fax Number : (850)205-0380

From:  
Account Name : FOLEY & LARDNER  
Account Number : 072720000061  
Phone : (904)359-2000  
Fax Number : (904)359-8700

RECEIVED  
05 JAN -6 AM 7:59  
DIVISION OF CORPORATIONS  
\*Back date to org  
date of receipt &  
1/1/05

035527/0101

Return to Carolyn Smith

**BASIC AMENDMENT**

**BELGRAVIA RESEARCH LIMITED, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$43.75

Electronic Filing Menu

Corporate Filing

Public Access Help

H58430

Amended to last  
1-5-05  
\*1- last copy  
OK



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

January 5, 2005

BELGRAVIA RESEARCH LIMITED, INC.  
P. O. BOX 2080  
FL0510  
JACKSONVILLE, FL 32231-0010US

SUBJECT: BELGRAVIA RESEARCH LIMITED, INC.  
REF: H58430

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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.

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) 245-6916.

Carol Mustain  
Document Specialist

FAX Aud. #: H05000002965  
Letter Number: 105A00000767

Fax Audit No.: H05000002965

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
BELGRAVIA RESEARCH LIMITED, INC.**

**(Document Number H58430)**

The corporation was incorporated on May 22, 1985 under the name Belgravia Research Limited, Inc. Pursuant to Sections 607.1003, 607.1004 and 607.1007, Florida Business Corporation Act, amended and restated Articles of Incorporation were approved by unanimous written consent of the directors and shareholders of the corporation as of July 2, 2004. The only voting group entitled to vote on the adoption of the Amended and Restated Articles of Incorporation consists of the holders of the corporation's common stock. The number of votes cast by such voting group was sufficient for approval by that voting group.

The Articles of Incorporation are hereby amended and restated in their entirety to read as follows:

**ARTICLE I  
NAME AND ADDRESS**

Section 1.1. Name. The name of the corporation is Belgravia Research Limited, Inc. (the "Corporation").

Section 1.2. Address of Principal Office. The address of the principal office of the Corporation is One Independent Drive, Suite 1300, Jacksonville, Florida 32202.

**ARTICLE II  
DURATION**

Section 2.1. Duration. This Corporation shall exist perpetually.

**ARTICLE III  
PURPOSES**

Section 3.1. Purposes. This Corporation is organized for the purposes of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV  
CAPITAL**

Section 4.1. Authorized Capital. The maximum number of shares of stock which this Corporation is authorized to have outstanding at any one time is 10,000 shares of voting common stock at One Dollar (\$1.00) par value.

Section 4.2. Classes of Shares. The shares of the Corporation shall be divided into two classes: Class A - Leasehold Shares ("Leasehold Shares") and Class B - Freehold Shares

FILED  
05 JAN -5 PM 4:10  
SECRETARY OF STATE  
TALLAHASSEE

Fax Audit No.: H05000002965

("Freehold Shares"). The Corporation is authorized to issue 5,000 Leasehold Shares and 5,000 Freehold Shares.

Section 4.3. Leasehold Shares. The outstanding shares of the Corporation, prior to the adoption of the Amended and Restated Articles of Incorporation, shall be Leasehold Shares. All Leasehold Shares shall be canceled, terminated and of no further force on June 24, 2007, as provided in the Restructuring Agreement dated as of July 2, 2004 among the Corporation and all the shareholders of the Corporation, as on the date thereof.

Section 4.4. Freehold Shares. Freehold Shares shall be issued by the Corporation following adoption of these Amended and Restated Articles of Incorporation. After June 24, 2007, the Freehold Shares shall be the only class of shares of the Corporation, as provided in the Restructuring Agreement dated as of July 2, 2004 among the Corporation and the Shareholders of the Corporation as of the date thereof.

#### ARTICLE V REGISTERED OFFICE AND AGENT

Section 5.1. Name and Address. The street address of the registered office of this Corporation is One Independent Drive, Suite 1300, Jacksonville, Florida 32202 and the name of the registered agent of this Corporation at that address is F&L Corp.

#### ARTICLE VI DIRECTORS

Section 6.1. Number. The number of directors may be established, increased or diminished from time to time in the manner provided by the bylaws, but shall never be less than one.

#### ARTICLE VII BYLAWS

Section 7.1. Bylaws. The bylaws of this Corporation shall be adopted by the board of directors. Bylaws may be amended or repealed from time to time by either the board of directors or the shareholders, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

#### ARTICLE VIII INDEMNIFICATION

Section 8.1. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Fax Audit No.: H05000002965


ARTICLE IX  
AMENDMENT

Section 9.1. Amendment. This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the Corporation has caused its duly authorized corporate officer to execute these Amended and Restated Articles of Incorporation as of July 2, 2004.

BELGRAVIA RESEARCH LIMITED, INC.

By:   
Name: John D. Uible  
Title: President

By:   
Name: Russell B. Newton, Jr.  
Title: Director and Member of Special  
Committee Appointed by  
Shareholders as of July 2, 2004

JAN. 5. 2005 5:30PM FOLEY LARDNER

NO. 4848 P. 6

**Fax Audit No.: H05000002965**

**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above-stated Corporation, at the place designated in the above Articles of Incorporation, I hereby agree to act in this capacity, and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of a registered agent.

F&L CORP.

By: Charles V. Hedrick  
Charles V. Hedrick, Authorized Signatory

Dated: January 5, 2005