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**EFFECTIVE DATE**

March 17, 1995

TELEPHONE (407) 878-0033  
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601 S. LAKE DESTINY ROAD  
SUITE 200  
MAITLAND, FLORIDA 32751

**VIA FEDERAL EXPRESS**

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

RECEIVED SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
MAR 20 1995 10:07 AM  
1111122.50 1111122.50

Attention: New Filing Section

Re: Articles of Incorporation of Chilmington International USA, Inc.

Gentlemen:

Enclosed are two original copies of the Articles of Incorporation of Chilmington International USA, Inc., together with a check for \$122.50 to cover the \$35.00 filing fee, \$35.00 fee for designation of registered agent and \$52.50 certified copy fee.

Once the Articles of Incorporation have been filed, the certified copy should be returned to this office.

Sincerely,

*Jonathan W. Shirley*  
Jonathan W. Shirley (jm)

JWS/jm  
Enclosures  
cc: Sherman Evans

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 MAR 20 AM 9:59

KAN 3-22

**EFFECTIVE DATE**  
3-17-95

**ARTICLES OF INCORPORATION**

**OF**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

95 MAR 20 AM 9:59

**CHILTINGTON INTERNATIONAL USA, INC.**

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I - NAME OF CORPORATION**

The name of this Corporation shall be CHILTINGTON INTERNATIONAL USA, INC.

**ARTICLE II - PRINCIPAL OFFICE**

The principal office of this Corporation shall be located at 3751 Maguire Boulevard, Suite 151, Orlando, Florida 32803.

**ARTICLE III - CAPITAL STOCK**

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is ten thousand (10,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

**ARTICLE IV - INITIAL REGISTERED OFFICE**

**AND REGISTERED AGENT**

The initial street address of the registered office of this Corporation in the State of Florida shall be 3751 Maguire Boulevard, Suite 151, Orlando, Florida 32803. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is

Sherman A. Evans. The Board of Directors may from time to time designate a new registered agent.

#### **ARTICLE V - INCORPORATOR**

The name and address of the incorporator of this Corporation is:

<b><u>Name</u></b>	<b><u>Address</u></b>
Sherman A. Evans	3751 Maguire Boulevard Suite 151 Orlando, Florida 32803

#### **ARTICLE VI - INITIAL BOARD OF DIRECTORS**

- A. The initial number of directors of this Corporation shall be three (3).
- B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).
- C. The name and address of the initial members of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, are:

<b><u>Name</u></b>	<b><u>Address</u></b>
Ivor Kiverstein	Chiltington Intermediaries Limited Suite 8, St. Saviours Wharf Mill Street, London SE1 2YP
Wolfgang Eilers	Chiltington (Europe) GmbH Sachsenfeld 4, D-20097 Hamburg
Reiner Sol	Chiltington (Europe) GmbH Sachsenfeld 4, D-20097 Hamburg

#### ARTICLE VII - PURPOSE

The general purpose for which this Corporation is organized shall be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

#### ARTICLE VIII - DATE OF EXISTENCE

This Corporation shall exist perpetually, commencing on the date of execution of these Articles of Incorporation.

#### ARTICLE IX - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Maitland, Florida, this 17th day of March, 1995.

\_\_\_\_\_(SEAL)  
Sherman A. Evans

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Signature: \_\_\_\_\_  
Sherman A. Evans

Date: March 17, 1995