

96000011349

LEWIS, VEGÖSEN, ROSENBAACH & SILBER, P.A.

ATTORNEYS AT LAW
300 SOUTH AUSTRALIAN AVENUE, 10TH FLOOR
WEST PALM BEACH, FLORIDA 33401

ROBERT M. LEWIS (1932-1982)

CASS W. CHRISTINSON
GARY M. DUNKIL
CYNTHIA J. JACKSON
JOHN H. LITTLE
MARSHALL J. OSORBY
DIAN J. ROSENBAACH *
JOHN R. SHEPPARD, JR.
LOUIS M. SILBER *
SAMUEL A. THOMAS
KENNETH A. TREADWELL
DIAN VEGÖSEN
GARY WALK

MAILING ADDRESS:
P.O. BOX 4388
WEST PALM BEACH, FL 33402-4388

OF COUNSEL:
EDWARD BOHICK

January 23, 1996

TELEPHONE (407) 659-3300
FAX (407) 832-1091

* Board Certified Civil Trial Lawyer

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

RE: Benjamin Horobin Incorporated

Ladies/Gentlemen:

Enclosed please find one executed original and one copy of the Articles of Incorporation for the captioned corporation, and Registered Agent form. Additionally enclosed is Lewis, Vegosen, Rosenbach & Silber, P.A. trust account check number 011604 for \$122.50 to cover the filing fee.

Please process and return the certified copy of the Articles of Incorporation at your earliest convenience.

Thank you for your assistance.

Respectfully yours,

Sharon L. Wood
Sharon L. Wood, secretary to
Kenneth A. Treadwell

625
EFFECTIVE DATE
2-1-96

JAN 30 1996 BSB

W96-2295

enclosures

cc: Rodney Cole

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****122.50 ****122.50



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 30, 1996

KENNETH A. TREADWELL, ESQ.
P. O. BOX 4388
WEST PALM BEACH, FL 33402-4388

SUBJECT: BENJAMIN HOROBIN INCORPORATED
Ref. Number: W96000002295

We have received your document for BENJAMIN HOROBIN INCORPORATED and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

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 (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 496A00004075

LEWIS, VEGOSEN, ROSENBAACH & SILBER, P.A.

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KENNETH A. TREADWELL
DEAN VEGOSEN
GARY WALK

February 1, 1996

MAILING ADDRESS:
P.O. BOX 4388
WEST PALM BEACH, FL 33402-4388

OF COUNSEL:
EDWARD BOHICK

TELEPHONE (407) 659-3300
FAX (407) 832-1991

* Board Certified Civil Trial Lawyer

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

RE: Benjamin Horobin Incorporated

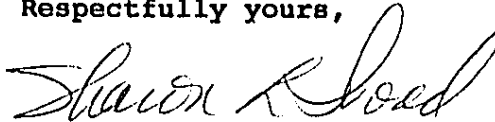
Ladies/Gentlemen:

Enclosed please find one executed original and one copy of the Articles of Incorporation for the captioned corporation, and Registered Agent form. As per the attached letter, your office is already in possession of the \$122.50 to cover the filing fee.

Please process and return the certified copy of the Articles of Incorporation at your earliest convenience.

Thank you for your assistance.

Respectfully yours,



Sharon L. Wood, secretary to
Kenneth A. Treadwell

enclosures

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ARTICLES OF INCORPORATION
OF
BENJAMIN HOROBIN INCORPORATED

FILED
96 FEB -6 AM 11:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is:
BENJAMIN HOROBIN INCORPORATED

EFFECTIVE DATE
2-1-96

ARTICLE II - PRINCIPAL ADDRESS

4400 PGA Boulevard
Admiralty Center Tower II
Palm Beach Gardens, Florida 33418

ARTICLE III - COMMENCEMENT

This Corporation shall commence on the date of execution and acknowledgement of these Articles.

ARTICLE IV - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue 100,000 shares of \$1.00 par value common stock.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 500 South Australian Avenue, 10th Floor, West Palm Beach, Florida 33401 and the name and address of the initial registered agent is Kenneth A. Treadwell, 500 South Australian Avenue, 10th Floor, West Palm Beach, Florida 33401.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors shall be established by the Bylaws and may

be either increased or diminished from time to time as provided in the Bylaws. The names and addresses of the initial Directors of the Corporation are:

Richard Sanders
c/o Horobin Limited
Cross Street
Willenhall Road
Wolverhampton WV1 2JN
United Kingdom

Rodney Cole
c/o Innovation Services Limited
3 Mulcaster Street
St. Helier - Jersey
Channel Islands

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:
Kenneth A. Treadwell
500 South Australian Avenue - 10th Floor
West Palm Beach, Florida 33401

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

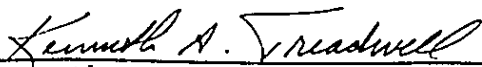
ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify its Officers and Directors against liability to the extent permitted in Section 607.0850, Florida Statutes.

ARTICLE XI - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash or other property of any previously unissued stock of this Corporation of the same kind, class or series as that which such Stockholder already holds, shall have the right to purchase such Stockholder's prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

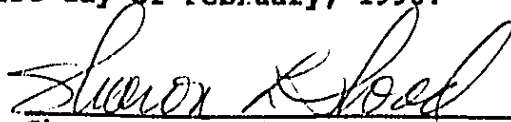
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 1st day of February, 1996.


Kenneth A. Treadwell, Incorporator

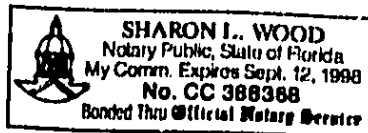
STATE OF FLORIDA)
) SS.:
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day personally came and appeared before me, the undersigned Notary Public authorized to take acknowledgments in the state and county set forth above, KENNETH A. TREADWELL, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 1st day of February, 1996.


Sharon L. Wood, Notary Public
Commission No. CC 388368

My commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

FIRST -- THAT BENJAMIN HOROBIN INCORPORATED, DESIRING TO ORGANIZE
OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS
PRINCIPAL PLACE OF BUSINESS AT THE CITY OF PALM BEACH GARDENS,
STATE OF FLORIDA, HAS NAMED KENNETH A. TREADWELL LOCATED AT 500
SOUTH AUSTRALIAN AVENUE 10TH FLOOR, CITY OF WEST PALM BEACH, STATE
OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN
FLORIDA.

SIGNATURE: Kenneth A. Treadwell
Kenneth A. Treadwell, Incorporator

DATE: February 1, 1996

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: Kenneth A. Treadwell
Kenneth A. Treadwell
Registered Agent

DATE: February 1, 1996

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FILED
96 FEB -6 AM 11:36
TALLAHASSEE, FLORIDA
SECRETARY OF STATE