

P96000063230

RICCA & WHITMIRE, P.A.
ATTORNEYS AT LAW

James W. Flanagan
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Telephone (407) 833-4544
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Please reply to:
P.O. Drawer 4888
West Palm Beach, FL 33402-4888

Olivia M. Kendrick
Certified Legal Assistant

600001896716
-07/17/96--01048--021
*****70.00 *****70.00

July 16, 1996

VIA FEDERAL EXPRESS

Corporate Information Products
ATTORNEYS' TITLE INSURANCE FUND, INC.
Leon Branch/Attn: Jenna Ekland
660 E. Jefferson Street, Suite 200
Tallahassee, Florida 32301

Return to
F.W. ASRP

FILED
96 JUL 29 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
96 JUL 17 PM 12:10
RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: **MCCORMICK INTERNATIONAL CORPORATION**, a Florida corporation, Articles
of Incorporation/Fund No. 15094

Dear Jenna:

Please find enclosed Articles of Incorporation for **MCCORMICK INTERNATIONAL CORPORATION**, a Florida corporation. Please file these upon receipt, there is an extra copy of the documents for stamping and return by your regular route. This must be filed upon receipt.

Please find enclosed this firm's check in amount of \$70.00 for secretary of state fees and please bill us for your fee for processing this incorporation filing.

"Please call upon filing of the enclosed documentation with the document number. Also call if you have any problem with accomplishing the filing of this incorporation upon receipt.

Sincerely,

Lois M. Kasischke
Lois M. Kasischke, Legal Assistant to
Drennen L. Whitmire, Jr.

DLW/lmk
Enclosures as stated

Dmc
7-18-96

W96-15036

D. BROWN JUL 29 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED
96 JUL 29 PM 1:04
DIVISION OF CORPORATIONS

July 18, 1996

ATTORNEYS' TITLE INSURANCE FUND
RICCA & WHITMIRE, P.A.
TALLAHASSEE, FL 32301

SUBJECT: MCCORMICK INTERNATIONAL CORPORATION
Ref. Number: W96000015036

We have received your document for MCCORMICK INTERNATIONAL CORPORATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 896A00034855

RICCA & WHITMIRE, P.A.
ATTORNEYS AT LAW

James W. Flanagan
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Please reply to:
P.O. Drawer 4888
West Palm Beach, FL 33402-4888

Olivia M. Kendrick
Certified Legal Assistant

July 26, 1996

VIA FEDERAL EXPRESS

Corporate Information Products
ATTORNEYS' TITLE INSURANCE FUND, INC.
Leon Branch/Attn: Barbara Keyes
660 E. Jefferson Street, Suite 200
Tallahassee, Florida 32301

*Return to
F 12 ASAP*

Re: **MCCORMICK TRADING CORPORATION**, a Florida corporation - Articles of
Incorporation/Fund No. 15094

Dear Barbara:

Please find enclosed Articles of Incorporation for **MCCORMICK TRADING CORPORATION**, a Florida corporation. Please file these upon receipt, there is an extra copy of the documents for stamping and return by your regular route. This must be filed upon receipt.

Please direct the package with enclosed letter to the **Attention of Doris McDuffie**, as she is the one who approved the current name variation and has our firm check in amount of \$70.00 for secretary of state fees which were sent for the previous name. Please bill us for your fee for processing this incorporation filing.

Please call upon filing of the enclosed documentation with the document number. Also, call if you have any problem with accomplishing the filing of this incorporation upon receipt.

Sincerely,

Lois M. Kasichke
Lois M. Kasichke, Legal Assistant to
Drennen L. Whitmire, Jr.

DLW/lmk
Enclosures as stated

ARTICLES OF INCORPORATION
OF
McCORMICK TRADING CORPORATION,
a Florida corporation

FILED
95 JUL 29 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I

Name

The name of the corporation is McCORMICK TRADING CORPORATION.

Article II

Duration

This corporation shall have a perpetual existence.

Article III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

Article IV

Capital Stock

This corporation is authorized to issue 1,000 shares of ONE DOLLAR (\$1.00) par value common stock.

Article V

Initial Registered Office and Agent

The initial registered office of this corporation is 500 S. Australian Avenue, Clearlake

Plaza - Suite 800, West Palm Beach, Florida 33401, and the registered agent of this corporation is Drennen L. Whitmire, Jr. The mailing address of this corporation and the street address of this corporation is 12795 Kingsway Road, Wellington, Florida 33414.

Article VI

Initial Board of Directors

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1). The name and address of the initial directors of this corporation is:

<u>Name</u>	<u>Address</u>
Arthur Kirstein, IV	12795 Kingsway Road Wellington, FL 33414
William Kirstein	115 Olive Vine Drive Alpharetta, GA 30202
Arthur Kirstein, III	1826 South Club Drive West Palm Beach, FL 33414

Article VII

Incorporators

The name and address of the person signing these Articles is:

<u>Name</u>	<u>Address</u>
Arthur Kirstein, IV	12795 Kingsway Road Wellington, FL 33414

Article VIII

Powers

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article IX

Indemnification

This corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal representatives of such a person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

Article X

Amendment

This corporation reserves the right to amend or repeal any provisions contained in these

Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

Article XI

Bylaws

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

Article XII

Beginning of Corporate Existence

The date when corporate existence shall begin shall be the date of filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 25 day of July, 1996.



ARTHUR KIRSTEIN, IV
Incorporator

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 25 day of July, 1996, by ARTHUR KIRSTEIN, IV, who is personally known to me or who presented a Florida drivers license and who did not take an oath.

OFFICIAL NOTARY SEAL
DRENNEN L. WHITMIRE JR.
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC 511731
MY COMMISSION EXP. DEC. 3, 1999
(NOTARIAL SEAL)


NOTARY PUBLIC

Printed Name of Notary: _____

Commission No.: _____

Commission Expiration: _____

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
96 JUL 29 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.050, and 48.091, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: McCORMICK TRADING CORPORATION

2. The name and address of the registered agent and office is:

DRENNEN L. WHITMIRE, JR.

(NAME)

500 SOUTH AUSTRALIAN AVENUE, SUITE 800.

(STREET ADDRESS)

WEST PALM BEACH, FLORIDA 33401

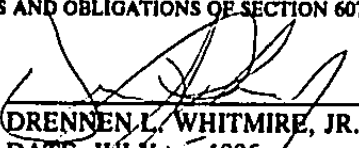
(CITY/STATE/ZIP)


ARTHUR KIRSTEIN, IV

TITLE Incorporator

DATE July 21, 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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.


DRENNEN L. WHITMIRE, JR.

DATE JULY 21, 1996

mccormick.art