

797000007012



ACCOUNT NO. : 072100000032

REFERENCE : 233540 140174A

AUTHORIZATION :

COST LIMIT : \$ 70.00

*Patricia Piggott*

ORDER DATE : January 23, 1997

ORDER TIME : 10:30 AM

ORDER NO. : 233540-005

EFFECTIVE DATE

1-22-97

CUSTOMER NO: 140174A

700002066267--5

CUSTOMER: J. Michael Hughes, Esq  
GIBRALTAR TITLE SERVICES, INC.

Suite 350  
4190 Belfort Road  
Jacksonville, FL 32216

DOMESTIC FILING

NAME: LONGITUDE CAPITAL ADVISORS  
(US), INC.

EFFECTIVE DATE: \_

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

RECEIVED FILED  
96 JAN 23 AM 11:39  
JAN 23 AM 10:51  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

*KR*  
1-24-97

EFFECTIVE DATE  
1-22-97

ARTICLES OF INCORPORATION  
OF  
LONGITUDE CAPITAL ADVISORS (US), INC.

97 JAN 23 AM 10:51  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

Name and Duration

The name of the Corporation is LONGITUDE CAPITAL ADVISORS (US), INC. The duration of the Corporation is perpetual. This corporation shall begin its corporate existence as of the 22nd day of January, 1997.

ARTICLE II

Principal Office

The address of the principal office of the Corporation in the State of Florida is 137 Willow Pond Lane, Ponte Vedra Beach, 32082.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is 137 Willow Pond Lane, Ponte Vedra Beach, Florida 32082. The name of the registered agent at such address is Leonard A. Schechter.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V

Capital Stock

The total number of shares of capital stock which the Corporation has the authority to issue is One Hundred Thousand

(100,000) shares of Common Stock ("Common Stock") \$0.10 par value per share.

#### ARTICLE VI

##### Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Leonard A. Schechter	137 Willow Pond Lane Ponte Vedra Beach, FL 32082

#### ARTICLE VII

##### Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The names and mailing addresses of the persons who shall serve as directors of the Corporation until the first annual meeting of the shareholders is as follows:

<u>Name</u>	<u>Address</u>
Jeffrey W. Heintz	Harford Farm Forest Green Road Holyport, Berkshire England, SL6 2NN
Leonard A. Schechter	137 Willow Pond Lane Ponte Vedra Beach, FL 32082

## ARTICLE VIII

### Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

## ARTICLE IX

### Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not 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 X

### Indemnification

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

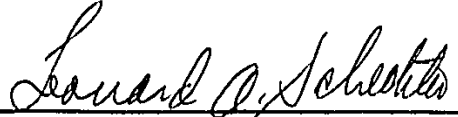
## ARTICLE XI

### Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Jacksonville, Duval County, Florida, this 22nd day of January, 1997.

  
\_\_\_\_\_  
Leonard A. Schechter

REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That LONGITUDE CAPITAL ADVISORS (US), INC. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the city of Ponte Vedra Beach, St. Johns County, Florida, has named Leonard A. Schechter, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned hereby accepts to act in this capacity, and agree to comply with the provision of said statute relative to keeping open said office, and further states he is familiar with §607.0501, Florida Statutes.



Leonard A. Schechter

DATED:

January 22, 1997

FILED  
97 JAN 23 AM 10:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA