

5  
P97000096432  
KATZ, KUTTER, HAIGLER, ALDERMAN, BRYAN & YON

PROFESSIONAL ASSOCIATION  
ATTORNEYS AND COUNSELORS AT LAW

SILVIA MORELL ALDERMAN  
JOHN M. ARIALE  
ALAN HARRISON BRENTS  
DANIEL C. BROWN  
BILL L. BRYANT, JR.  
NANCY M. BURKE  
JONATHAN B. BUTLER  
RICHARD E. COATES  
BERT L. COMBS  
J. RILEY DAVIS  
JOSE A. DIEZ-ARGUELLES  
MARTIN R. DIX  
KENNETH W. DONNELLY  
PAUL R. EZATOFF  
WILLIAM M. FURLOW  
MITCHELL B. HAIGLER  
DAVID P. HEALY  
MARK E. KAPLAN  
ALLAN J. KATZ  
BRIAN C. KERI  
EDWARD L. KUTTER  
RICHARD P. LEE  
RICHARD B. LORD  
JOHN C. LOVETT  
CHRISTOPHER B. LUNNY

POST OFFICE BOX 1877 32302-1877  
HIGHPOINT CENTER  
106 EAST COLLEGE AVENUE, 12TH FLOOR  
TALLAHASSEE, FLORIDA 32301  
TELEPHONE (850) 224-9634  
TELECOPIER (850) 222-0103  
TELECOPIER (850) 224-0781

SUNTRUST CENTER  
SUITE 1428  
200 SOUTH ORANGE AVENUE  
ORLANDO, FLORIDA 32801  
TELEPHONE (407) 423-8480  
TELECOPIER (407) 843-0553

November 12, 1997  
REPLY TO: TALLAHASSEE

ELIZABETH W. McARTHUR  
TRAVIS L. MILLER  
BRUCE D. PLATT  
JOHN RADEY  
GARY P. TIMIN  
J. LARRY WILLIAMS  
DAVID A. YON  
PAUL A. ZEIGLER

OF COUNSEL:  
GORDON D. CHERR  
MICHAEL E. INGRAM  
EDWARD S. JAFFRY  
PATRICK F. MARONEY

GOVERNMENTAL CONSULTANTS:  
LESLIE Y. DUGHI\*  
PAT GRIFFITH O'CONNELL\*  
E. CLINT SMAWLEY\*  
GERALD C. WESTER\*  
(\*NOT A MEMBER OF FLORIDA BAR)

EXECUTIVE DIRECTOR:  
J. ANDREW KELLER, III, C.P.A.

Department of State  
Division of Corporations  
Corporate Records Bureau  
Post Office Box 6327  
Tallahassee, Florida 323301

500002344515--3  
-11/12/97--01051--024  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Pembroke Managing Agents, Inc.


Gentlemen:

Enclosed are an original and one copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing Fee	\$ 35.00
Certified copy	\$ 52.50
Registered agent fee	\$ 35.00

Please file the original of the enclosed Articles of Incorporation and I will pick up the copies when they have been processed.

Sincerely,

  
Terri J. Jay  
Assistant to Travis L. Miller

/tjj

K. Rolfe

NOV 12

FILED  
97 NOV 12 PM 1:22  
STATE OF FLORIDA  
TALLAHASSEE

**ARTICLES OF INCORPORATION  
OF  
PEMBROKE MANAGING AGENTS, INC.**

FILED  
97 NOV 12 PM 1:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, incorporator who is a citizen of the United States and more than 18 years of age, desiring to form a corporation under Chapter 607, Florida Statutes and other applicable laws of the State of Florida, does hereby certify:

**ARTICLE I**

The name of this corporation (which is hereinafter called the "Company") shall be:

PEMBROKE MANAGING AGENTS, INC.

The principal office of the Company shall be located at 1415 East Piedmont Drive, Suite 2, Tallahassee, Florida 32308. The Board of Directors may establish such other offices or change the principal office as they deem appropriate.

**ARTICLE II**

The Company may engage in any lawful business or activity for which a corporation may be organized under the laws of Florida, including any acts or activities incidental to such business.

**ARTICLE III**

The Company shall have perpetual existence, unless sooner dissolved as provided for by the laws of Florida.

**ARTICLE IV**

The authorized capital stock of the Company shall be divided into one hundred (100) shares with \$0.01 par value. Such stock shall be of a single class.

**ARTICLE V**

The street address of the initial registered office of this Company in the State of Florida is 106 East College Avenue, Suite 1200, Tallahassee, Florida 32301. The name of the initial registered agent of the Corporation at the above address is Travis L. Miller. The Board of Directors may from time to time change the registered office to any other address in the State of Florida or change the registered agent.

## **ARTICLE VI**

Unless otherwise provided by shareholder agreement, the Board of Directors of the Company shall conduct the affairs of the Company and shall consist of one or more directors, the exact number of which shall be from time to time fixed by the Board of Directors or the stockholders in accordance with the Bylaws of the Company. The names and addresses of the initial Board of Directors of the Company, who shall hold office until the first annual meeting of stockholders, which shall be held not later than one year from the date of incorporation of the Company, and until their successors have been duly elected and qualified, are as follows:

Keith Steven Hynes  
5 Pampas Lane  
Smiths Parish, Bermuda FL05

William I. Riker  
6 Pampas Road  
Smiths Parish, Bermuda FL05

John D. Nichols, Jr.  
35 Skyline Drive  
Smiths Parish, Bermuda FL08

James N. Stanard  
15 Ardsheal Drive  
Paget, Bermuda PG06

Robert L. Ricker  
1750 Marston Place  
Tallahassee, Florida 32312

In addition to the powers and authority herein or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Company, subject to the provisions of the statutes of Florida, this Certificate of Incorporation, and the Bylaws of the Company; provided, however, that no Bylaws hereafter adopted by the stockholders shall invalidate any prior act of the directors which would have been valid if such Bylaws had not been adopted.

## **ARTICLE VII**

The name and address of the incorporator, is:

Travis L. Miller  
106 East College Avenue, Suite 1200  
Tallahassee, FL 32399

## **ARTICLE VIII**

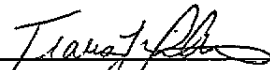
Meetings of stockholders may be held within or without the State of Florida, as the Bylaws may provide. The books of the Company may be kept (subject to any limitations provided by

Florida law) outside the State of Florida at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Company.

### ARTICLE IX

The Company 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 stockholders are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator does hereby execute these Articles of Incorporation under the laws of the State of Florida this 12<sup>th</sup> day of November, 1977.

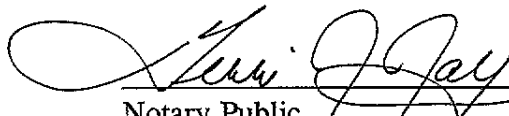
  
\_\_\_\_\_  
Travis L. Miller

STATE OF FLORIDA  
COUNTY OF LCRN

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, TRAVIS L. MILLER, to me personally known as identification and known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have set my hand and official seal on this 12 day of Nov., 1977.



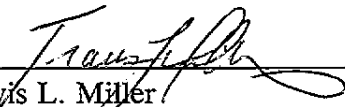
  
\_\_\_\_\_  
Notary Public  
My Commission Expires: \_\_\_\_\_  
Commission Number: \_\_\_\_\_



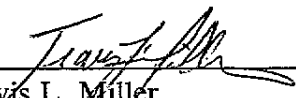
**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE**

In compliance with Florida Statutes Section 48.091 and 607.034, the following is submitted:

PEMBROKE MANAGING AGENTS, INC., desiring to organize as a corporation under the laws of the State of Florida, has designated 106 East College Avenue, Suite 1200, Tallahassee, Florida 32301, as its initial Registered Office and has named Travis L. Miller located at said address as its initial Registered Agent.

  
Travis L. Miller

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office.

  
Travis L. Miller  
Registered Agent

FILED  
97 NOV 12 PM 1:22  
CLERK OF STATE  
TALLAHASSEE, FLORIDA