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Kenyon Son & Craddock SOLICITORS

Partners:
T.J. Bysouth, LL.B
Mrs J Baker, LL.B
J.C.D. Foster
P.R. Bainbridge Pg. D.P.L.L
G. P. Aistrop

Assistant Solicitor:
Mrs K. Ladva, LL.B

Practising Consultant:
P.R. Pennington

Please Reply To: Armthorpe Office
Our Ref: Graham Aistrop
Your Ref: Robby Cox/Beth
Date: 3rd March 1999

FILED
99 FEB 22 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
Fax 001 850 487 6804
Tallahassee
Florida

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*****78.75 *****78.75

Dear Sirs,

Re : Yorkshire & Associates Inc.

I refer to my telephone conversation with Beth this afternoon regarding the apparent loss of my letter, cheque and Articles of Incorporation sent to the Department on the 19th February 1999 by FedEx.

I have sufficient evidence to prove that the documents have been received by the Department at 9.15am on the 22nd February 1999. -

I therefore enclose a further set of Articles of Incorporation and must ask that the filing of the Articles be filed immediately as failure to do so may result in me losing the right to purchase real estate by 31st March 1999.

I await hearing from the Department.

Yours faithfully,

Graham Aistrop

* Please return the
articles by FedEx to
the above address

Graham Aistrop
Lawyer & President of Yorkshire & Associates Inc.



32 South Parade
Thorne
Doncaster DN8 5DX
TEL: 01403 - 813108
FAX 01403 - 740156
DX 13916 Thorne

15 Paradise Place
Goole
East Yorkshire DN14 5DL
TEL: 01405 - 720850
FAX 01405 - 720695
DX 28336 Goole

Unit 3 Church Street
Armthorpe
Doncaster DN3 3AP
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DX 13716 Armthorpe



This firm is regulated by the Law Society in the conduct of investment business

A QUALITY SERVICE
Approved by The Legal Aid Board

REGISTER MAR 9 1999

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ARTICLES OF INCORPORATION
OF
YORKSHIRE & ASSOCIATES INC., A FLORIDA CORPORATION

ARTICLE 1. NAME

The name of this corporation shall be YORKSHIRE & ASSOCIATES INC., a Florida Corporation located at P.O. Box 420513, Kissimmee, Florida, 34742.

ARTICLE 2. COMMENCEMENT & DURATION

The commencement of this corporation existence shall be at the time of the filing of these Articles of Incorporation by the Florida Department of State, Divisions of Corporations. This Corporation's duration shall be perpetual.

ARTICLE 3. PURPOSE

This corporation is being organized for the purpose of investing, developing, marketing and managing real property, as well as the sales and marketing of any goods, related or unrelated to real estate whether made in the United States of America or abroad, and engaging in the transaction of any and all business activities permitted under the laws of Florida and The United States of America.

ARTICLE 4. CAPITAL STOCK

This corporation shall have the authority to issue 7,500 shares, \$ 1.00 par value of common capital stock.

ARTICLE 5. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the pre-emptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE 6. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

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TALLAHASSEE, FLORIDA

Each stock certificate issued by this corporation shall carry the following legend: "These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles of Incorporation, A Copy of Which Is On File At This Corporation's Principal Office."

ARTICLE 7. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board of Directors shall be one. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one. The name and address of the individual who shall serve as a member of the Initial Board of Directors are: Graham Aistrop,
P.O Box 420513, Kissimmee, Florida 34742

ARTICLE 8. INDEMNIFICATION

This corporation should indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE 9. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office is at 110 Lochness Lane, Kissimmee, Florida 34743.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: Graham Aistrop, 110 Lochness Lane, Kissimmee, Florida 34743

ARTICLE 10. OFFICERS

The officers shall consist of a president, secretary, and a treasurer. This corporation may have such other officers as may be provided in the corporate Bylaws.

The officers shall be elected annually by the Board of Directors. The manner of the election of the officers shall be specified in the corporate Bylaws. The officers named herein, comprising the initial officers, shall hold office until the election of officers at the first annual Board of Directors' meeting.

The names of the initial officers are:

Office	Name
President	Graham Aistrop 110 Lochness Lane, Kissimmee, Fl 34743
Secretary	Graham Aistrop 110 Lochness Lane, Kissimmee, Fl 34743
Treasurer	Graham Aistrop 110 Lochness Lane, Kissimmee, Fl 34743

ARTICLE 11. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is Graham Aistrop, 110 Lochness Lane, Kissimmee, FL 34743

ARTICLE 12. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

Graham Aistrop
Graham Aistrop - Incorporator

I hereby accept my designation as registered agent and agree to serve as the registered agent of Yorkshire & Associates Inc., a Florida Corporation. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for Yorkshire & Associates Inc., a Florida corporation.

Graham Aistrop
Graham Aistrop - Registered Agent

State of Florida

County of Osceola

On JANUARY 21, 1999, Graham Aistrop, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles of Incorporation of Yorkshire & Associates Inc., a Florida Corporation.

Cas Camara
Notary Public

CAS CAMARA
(Notary Public - Printed or Typed Name
Commission Expiration Date & Commission Number: (SEAL)

