

**DAVID J. WIENER, P.A.**

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DAVID J. WIENER  
BOARD CERTIFIED REAL ESTATE LAWYER  
ADMITTED TO PRACTICE IN FLORIDA  
AND NEW YORK

**P00000105936**  
November 9, 2000

Secretary of State  
409 East Gaines Street  
Tallahassee, FL 32399

**VIA FEDERAL EXPRESS**

Re: NAPC Holdings, Inc.  
North American Acquisition Group, Inc.  
North American Development Group, Inc.

800003461878--7  
-11/13/00--01135--001  
\*\*\*\*245.00 \*\*\*\*78.75

Dear Sir/Madam:

Enclosed please find an original and one copy of Articles of Incorporation for the above referenced three companies to be filed with your office. Also enclosed is this firm's checks totaling in the aggregate \$367.50 to cover the cost of filing same.

I have enclosed a self-addressed stamped envelope for your convenience in returning same.

Should you have any questions concerning the foregoing, please feel free to call me.

Sincerely,

DAVID J. WIENER, P.A.

*Joanne M. Capuano*

Joanne M. Capuano, Assistant

/jmc  
Encl.

FILED  
00 NOV 13 AM 9:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
NAPC HOLDINGS, INC.

FILED

00 NOV 13 AM 9:13

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby makes, subscribes, acknowledges and files these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I -- NAME

The name of the corporation shall be NAPC HOLDINGS, INC. The principal office and mailing address of the corporation is 2401 PGA Boulevard, Suite 280, Palm Beach Gardens, Florida, 33410.

ARTICLE II -- DURATION

The corporation shall have perpetual existence.

ARTICLE III -- PURPOSE

The purpose of this corporation is and engaging in any activity or business permitted under the laws of the United States or of this State.

ARTICLE IV -- CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of capital stock with a par value of \$1.00 per share.

ARTICLE V -- INITIAL REGISTERED OFFICE AND AGENT

The street address in this state of the initial registered office of the corporation is 2401 PGA Boulevard, Suite 280, Palm Beach Gardens, Florida 33410, and the name of the initial registered agent at such address is David J. Wiener, Esq.

ARTICLE VI -- INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of three (3) members. The number of directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial directors are:

John W.S. Preston  
2401 PGA Boulevard, Suite 280  
Palm Beach Gardens, FL 33410

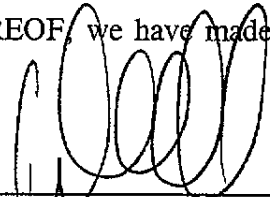
Larry Bernick  
2401 PGA Boulevard, Suite 280  
Palm Beach Gardens, FL 33410

Robert S. Green  
2851 John Street, Suite One  
Markham, Ontario L3R 5R7 Canada

ARTICLE VII -- INCORPORATOR

The name and address of the person signing these Articles is: David J. Wiener, Esq., David J. Wiener, P.A., 2401 PGA Boulevard, Suite 280, Palm Beach Gardens, Florida, 33410.

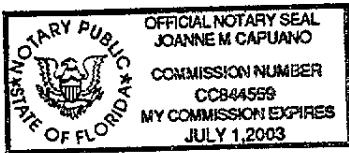
IN WITNESS WHEREOF, we have made and subscribed these Articles this 9 day of November, 2000.

  
\_\_\_\_\_  
DAVID J. WIENER

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

Before me personally appeared David J. Wiener, to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed and did take an oath.

WITNESS my hand and official seal this 9 day of November, 2000.

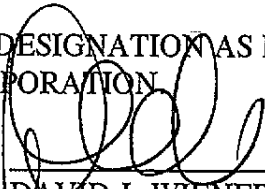


  
\_\_\_\_\_  
NOTARY PUBLIC  
My Commission Expires: 7-1-03

(NOTARIAL SEAL)

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I HEREBY ACCEPT THE DESIGNATION AS REGISTERED AGENT AS SET FORTH IN THESE ARTICLES OF INCORPORATION

  
\_\_\_\_\_  
DAVID J. WIENER