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2002 JAN 17 PM 12:12  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ACCOUNT NO. : 072100000032  
REFERENCE : 728938 7160058  
AUTHORIZATION : *Patricia Pizeto*  
COST LIMIT : \$ 70.00

ORDER DATE : January 16, 2002  
ORDER TIME : 9:59 AM  
ORDER NO. : 728938-005  
CUSTOMER NO: 7160058  
CUSTOMER: Joanne Capuano, Legal Asst  
David J. Wiener, P.a.  
One North Clematis Street  
Suite 305  
West Palm Beach, FL 33401

RECEIVED  
02 JAN 17 AM 11:15  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: DAWSCO (US) CORP.

900004781799--5

EFFECTIVE DATE:

- XX ARTICLES OF INCORPORATION
- \_\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP
- \_\_\_\_\_ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- \_\_\_\_\_ CERTIFIED COPY
- XX PLAIN STAMPED COPY
- \_\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 1114  
EXAMINER'S INITIALS:

*SL*  
*1/17/02*

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION  
OF  
DAWSCO (US) CORP.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

DAWSCO (US) CORP.

The address of the principal office of this corporation shall be One North Clematis Street, Suite 305, West Palm Beach, Florida 33401, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having \$0.01 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors is:

Peter Cohen                      30 St. Clair Avenue West, Suite 1400  
Director                              Toronto, Ontario M4V3A1

ARTICLE VII. OFFICERS

The name and address of the initial officer of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed is:

Peter Cohen                      30 St. Clair Avenue West, Suite 1400  
Pres/Sec                              Toronto, Ontario M4V3A1

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on January 17, 2002.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper  
as its Agent, Deborah D. Skipper

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ACCEPTANCE OF REGISTERED AGENT DESIGNATED SECRETARY OF STATE  
IN ARTICLES OF INCORPORATION TALLAHASSEE FLORIDA

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper  
as its Agent, Deborah D. Skipper

sal  
JAI/sal