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MICHAEL J. MALONEY, P.A.
Attorney & Counselor at Law
837 N. Garland Avenue
Orlando, Florida 32801

*Michael J. Maloney**

**Also Admitted in California*

TELEPHONE (407) 648-9737

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February 15, 2005

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: CORPORATE FORMATION\ARTICLES FOR DUNDEE DEVELOPMENTS, INC.

Dear Division of Corporations:

Enclosed is an original and one (1) copy of the Articles of Incorporation for Dundee Developments, Inc. and our check for $78.75 which includes $8.75 for a certified copy of the articles.

Thank you.

Sincerely,

Michael J. Maloney, Esq.
Michael J. Maloney, P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

DUNDEE DEVELOPMENTS, INC.

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be **DUNDEE DEVELOPMENTS, INC.**

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of this Corporation shall be located 101 Lake Davenport Blvd., Davenport, FL 33897. The mailing address of the Corporation shall be 101 Lake Davenport Blvd., Davenport, FL 33897.

ARTICLE III - PURPOSE

The general purpose for which this Corporation is organized shall be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes as the same may be from time to time amended.

ARTICLE IV - TERM OF EXISTENCE

This Corporation shall exist perpetually commencing on the date that these Articles of Incorporation are filed with the Florida Department of State.

ARTICLE V - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of $ 1.00 per share.

ARTICLE VI - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be 837 N. Garland Avenue, Orlando, Florida 32801. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is Michael J. Maloney, Esq., Michael J. Maloney, P.A. The Board of Directors may from time to time designate a new registered agent.

ARTICLE VII - INCORPORATOR

The name and address of the incorporator of this Corporation is:

Name	Address
Michael J. Maloney, Esq.	Michael J. Maloney, P.A. 837 N. Garland Avenue Orlando, Florida 32801

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

A. The initial number of directors of this Corporation shall be One (1).

B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation but shall never be less than One (1).

C. The name and address of the initial members of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, is:

Name	Address
Raymond C. Smith	101 Lake Davenport Blvd. Davenport, FL 33897

ARTICLE IX - ATTENDANCE BY TELEPHONE CONFERENCE

Members of the Board of Directors or of any Executive Committee, thereof, shall be deemed present at a meeting of such Board or Committee if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, at the same time, is used.

ARTICLE X - INDEMNIFICATION

This Corporation may indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - STOCK RESTRICTION AGREEMENTS

Agreements among this Corporation's shareholders or between this Corporation and its shareholders may include the following as valid matters of contract: (1) reasonable restrictions upon the transferability or assignment of the shares of stock of this Corporation; (2) obligations, or first refusal rights, to redeem or purchase shares of stock of this Corporation prior to a transfer or assignment of such shares; and (3) the manner in which the shareholders of this Corporation will vote their shares of stock of this Corporation; provided, however, that such agreements shall be made in accordance with the provisions of Sections 607.0731 and 607.0627 of the Florida Statutes.

The Board of Directors is specifically authorized to approve agreements between this Corporation and its shareholders made in accordance with the provisions of Sections 607.0731 and 607.0627 of the Florida Statutes. Copies of any stock restriction agreement between this Corporation and its shareholders shall be maintained at the principal office of this Corporation.

ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by the Board of Directors to the stockholders, and approved either at the stockholders' meeting by the affirmative vote of the holders of a majority of the shares entitled to vote, thereon, or by written consent of all stockholders.

ARTICLE XIII - BYLAWS

The initial Bylaws of the Corporation shall be adopted by a unanimous vote of the Board of Directors of the Corporation. Thereafter, the Bylaws of the Corporation may be amended, modified, or repealed as provided by the Bylaws.

The undersigned incorporator has executed and subscribed these Articles of Incorporation at Orlando, Orange County, Florida on this 15 day of February, 2005.

Michael J. Maloney, Esq.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provision of section 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the Corporation is DUNDEE DEVELOPMENTS, INC.

2. The name and street address of the registered agent and office is MICHAEL J. MALONEY, ESQ., MICHAEL J. MALONEY, P.A., 837 N. Garland Avenue, Orlando, Florida 32801.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Michael J. Maloney, Esq.

2-15-2005
Date

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