

P95000000583

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1-4-95 9:29AM

4074252428+ DIV OF CORPORATIONS# 2

1/04/95

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TO: DIVISION OF CORPORATIONS

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FROM: LOWNDES, DROSDICK, DOSTER, KANTOR  
& REED, P.A.

DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399

215 N EOLA DR

ORLANDO FL 32801- 1-

FAX: (904) 922-4000

CONTACT: LOURDES G JONES

PHONE: (407) 843-4600

FAX: (407) 423-4495

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: PERLAINE US, INC.

FAX AUDIT NUMBER: H9500000077

CURRENT STATUS: REQUESTED

DATE REQUESTED: 01/04/1995

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**LOWNDES  
DROSDICK  
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KANTOR &  
REED, P.A.**  
Attorneys at Law

215 North Eola Drive  
Post Office Box 2809  
Orlando, Florida 32802-2809  
Telephone (407) 843-4600  
Telecopier (407) 423-4495

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DATE: JANUARY 4, 1995  
TO: SECRETARY OF STATE  
COMPANY: DIVISION OF CORPORATIONS - NEW FILINGS  
TELECOPIER NO.: (904) 922-4000 TELEPHONE NO.: (904) 488-9000  
FROM: LOURDES G. JONES, LEGAL ASSISTANT TO LORAN A. JOHNSON  
TELECOPIER NO.: (407) 423-4495 TELEPHONE NO.: (407) 843-4600  
TOTAL NUMBER OF PAGES, INCLUDING THIS ONE: -5-  
SPECIAL INSTRUCTIONS: ARTICLES OF INCORPORATION OF: PERLAINE US, INC.

ORIGINAL DOCUMENT TO BE MAILED: \_\_\_\_\_

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Thank you,

Amy Stroker

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MATTER NO.: 35760

895000000077

ARTICLES OF INCORPORATION  
OF  
PERLAINE US, INC.

FILED  
05 JAN -4 11:19:21

ARTICLE I - NAME

The name of this corporation is PERLAINE US, INC.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office of the corporation shall be 5009 Park Central Drive, Orlando, Florida 32839 and the mailing address of the corporation shall be 1090 Don Mills Road, Suite 600, Don Mills, Ontario, Canada M3C 3R6.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue ONE THOUSAND (1,000) shares of TEN CENTS (\$.10) par value common stock.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 215 N. Eola Drive, Orlando, Florida 32801, and the name of the initial registered agent of this corporation at that address is Loran A. Johnson.

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from

This document was prepared by

LOLAN A. JOHNSON

Florida Bar Number: 0339350  
Lowndes, Drosdick, Doster, Kantor & Reed, P.A.  
P. O. Box 2809  
Orlando, Florida 32802-2809  
(407) 843 4500

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160838VJONESL3

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; 1- 4-95 ; 9:30AM ;

4074252428+ DIV OF CORPORATIONS: # 4

R95000000077

time to time as provided in the Bylaws of the corporation, but shall never be less than one (1). The names and addresses of the initial directors are as follows:

Laurence Goldberg

1090 Don Mills Road, Suite 600  
Ontario, Canada M3C 3R6

Elaine Goldberg

134 Handsart Boulevard  
Winnipeg, Manitoba  
Canada R3P 0C5

Percy Goldberg

134 Handsart Boulevard  
Winnipeg, Manitoba  
Canada R3P 0C5

ARTICLE VI - INCORPORATOR

The name and address of the person signing these Articles are as follows:

Loran A. Johnson

215 N. Eola Drive  
Orlando, Florida 32801

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 3rd day of January, 1995.

  
Loran A. Johnson, Incorporator

STATE OF FLORIDA  
COUNTY OF ORANGE


The foregoing instrument was acknowledged before me this 3rd day of January, 1995, by Loran A. Johnson, who is personally known to me.

(NOTARY SEAL)



**OFFICIAL SEAL**  
LOURDES G. JONES  
MY COMMISSION EXPIRES  
MAY 18 1998

160286UJONRELS

  
Notary Public

Name: Lourdes G. Jones

Serial No.: GC102023

My Commission Expires: 5/10/95

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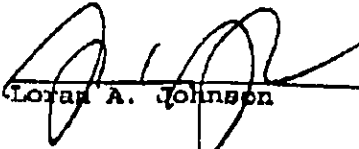
ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of PERLAINE US, INC.

  
Lorah A. Johnson

WAIVER OF SUBSCRIPTION RIGHTS

The undersigned hereby waives any rights of subscription which may have accrued by virtue of the undersigned acting as Incorporator of PERLAINE US, INC.

  
Lorah A. Johnson

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95 JAN -4 PM 12: 27

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2/10/95

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5:06 PM

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FROM: LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P.A. 215 N EOLA DR

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STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399

ORLANDO FL 32801-0000

FAX: (904) 922-4000

CONTACT: LOURDES G JONES

PHONE: (407) 843-4600

FAX: (407) 423-4495

((H95000001732))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: PERLAINE US, INC.

FAX AUDIT NUMBER: H95000001732

CURRENT STATUS: REQUESTED

DATE REQUESTED: 02/10/1995

TIME REQUESTED: 17:06:03

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

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**LOWNDES  
DROSDICK  
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KANTOR &  
REED, P.A.**  
Attorneys at Law

215 North Eola Drive  
Post Office Box 2809  
Orlando, Florida 32802-2809  
Telephone (407) 843-4600  
Telecopier (407) 423-4495

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DATE: February 13 1995  
TO: AMENDMENTS SECTION  
COMPANY: SECRETARY OF STATE OF FLORIDA  
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FROM: LOURDES G. JONES, LEGAL ASSISTANT TO LORAN A. JOHNSON  
TELECOPIER NO.: (407) 423-4495 TELEPHONE NO.: (407) 843-4600  
TOTAL NUMBER OF PAGES, INCLUDING THIS ONE: -4-  
SPECIAL INSTRUCTIONS: ARTICLES OF AMENDMENT OF PERLAINE VS. INC.

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Thank you,

GINA NEAL

CLIENT NO.: 006193

MATTER NO.: 42537

H95000001732

**ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION  
OF  
PERLAINE US, INC.**

FILED STATE  
 SECRETARY OF CORPORATIONS  
 DIVISION OF CORPORATIONS  
 95 FEB 13 PM 12:09

Pursuant to the provisions of Sections 607.1005 and 607.1006 of the Florida Statutes, PERLAINE US, INC. adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is PERLAINE US, INC.
2. The original Articles of Incorporation for the corporation were filed on January 4, 1995 and assigned Document No. P95000000583.
3. Article II of the Articles of Incorporation is hereby amended to read as follows:

**ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address of the principal office of the corporation shall be 5009 Park Central Drive, Orlando, Florida 32839 and the mailing address of the corporation shall be 10 Conrad Avenue, Toronto, Ontario, Canada M6G 3G5.

4. Article V of the Articles of Incorporation is hereby amended to read as follows:

**ARTICLE V - INITIAL BOARD OF DIRECTORS**

This corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the corporation, but shall never be less than one (1). The names and addresses of the initial directors are as follows:

|                   |  |
|-------------------|--|
| Laurence Goldberg | 10 Conrad Avenue<br>Toronto, Ontario,<br>Canada M6G 3G5.       |
| Elaine Goldberg   | 134 Handsart Boulevard<br>Winnipeg, Manitoba<br>Canada R3P 0C5 |
| Percy Goldberg    | 134 Handsart Boulevard<br>Winnipeg, Manitoba<br>Canada 3RP 0C5 |

THIS DOCUMENT WAS PREPARED BY: LORAN A. JOHNSON, FLA BAR NO. 0339350  
 LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P.A.  
 P.O. BOX 2809, ORLANDO, FL 32802-2809  
 (407) 843-4600

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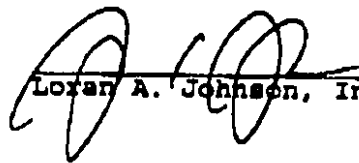
: 2-13-95 : 11:35AM :

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H95000001732

4. The above Amendment has been adopted this 10th day of February, 1995 by the sole incorporator of the corporation prior to the issuance of any shares.


IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Amendment this 10th day of February, 1995.

  
Loran A. Johnson, Incorporator

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 10th day of February, 1995 by Loran A. Johnson, who is personally known to me.

(NOTARY SEAL)

  
Notary Public  
Name: Lourdes G. Jones  
Serial No.: CC 102023  
My Commission Expires: 5/10/95



OFFICIAL SEAL  
LOURDES G. JONES  
MY COMMISSION EXPIRES  
MAY 10, 1995

H95000001732

17326JONESLG