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Law Offices of
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FILED
JUL 21 1995
TALLAHASSEE, FLORIDA

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8640 Seminole Boulevard
Seminole, Florida 34642
P. O. Box 3390
Seminole, Florida 34645

July 21, 1995

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*****70.00 *****70.00

Secretary of State
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: DEE HOLDINGS, INC.
Our File #16,211

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced corporation, together with a check in the amount of \$70.00 to cover the cost of the following:

Filing Fee	\$ 35.00
Registered Agent	<u>35.00</u>
TOTAL	\$ 70.00

Should you have any questions or comments, please do not hesitate to advise.

Very truly yours,


Peter T. Hofstra

PTH/dg

Enclosures

cc: Ms. Bibi Raheema Salam

dg\corp\Deelloid.Soc

PTH
8/1/95

ARTICLES OF INCORPORATION
OF
DEE HOLDINGS, INC.

FILED
95 JUL 31 PM 1:58
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators to these Articles of Incorporation, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I
NAME AND ADDRESS

The name of the corporation is: DEE HOLDINGS, INC. The physical address of the corporation is: 12 Parade Square, Scarborough, Ontario, Canada M1C 3T6. The mailing address of the corporation is 12 Parade Square, Scarborough, Ontario, Canada M1C 3T6.

ARTICLE II
NATURE OF BUSINESS

The purpose of this corporation is to engage in any activities or businesses permitted under the laws of the United States and the laws of the State of Florida.

ARTICLE III
CAPITAL STOCK

The corporation is authorized to issue seven thousand five hundred (7,500) shares, all of one class, at a par value of One Dollar (\$1.00) per share.

ARTICLE IV
TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation in the State of Florida is 8640 Seminole Boulevard, Seminole, Florida 34642.

The initial registered agent of this corporation is PETER T. HOFSTRA.

**ARTICLE VI
DIRECTORS**

The corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time, by amendment to the By-Laws, but shall never be less than one (1).

**ARTICLE VII
INITIAL DIRECTORS**

The names and street addresses of the members of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Bibi Raheem Salam	12 Parade Square Scarborough, Ontario Canada M1C 3T6

**ARTICLE VIII
INCORPORATORS**

The name and street address of the incorporator of these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Peter T. Hofstra	8640 Seminole Boulevard Seminole, Florida 34642

**ARTICLE IX
INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE X
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 them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain

amondment of these Articles of Incorporation be made.

**ARTICLE XI
DATE OF INCEPTION**

The date the corporate existence shall begin is as of the date of filing and acceptance of these Articles by the Secretary of State of Florida.

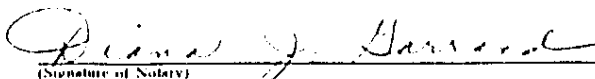
IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 27 day of July, 1995.



_____(SEAL)
PETER T. HOFSTRA

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 27th day of July, 1995, by PETER T. HOFSTRA who is personally known to me or who has produced _____ as identification.



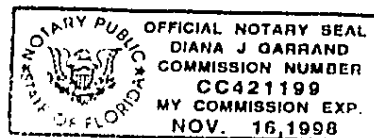
(Signature of Notary)

DIANA J. GARRAND

(Name of notary, printed or stamped)

Notary Public

(Serial Number if any)

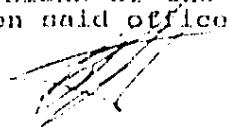


ACCEPTANCE OF REGISTERED AGENT

FILED

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Having been named to accept service of process for the above-named corporation, at the place designated in these Articles of Incorporation, I heroby accept to act in this capacity, and agree to comply with the provisions of the laws of the State of Florida relative to keeping open said office.



PETER T. HOFSTRA
Registered Agent

cc: Ady/comp/dec at