

P96000064083

FILED

CAN/U.S.A., INC.
11730 106 AVE NO.
LARGO, FL. 34648

96 JUL 31 AM 11:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 24 1996

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32414

300001885538
-07/05/96--01093--001
*****70.00 *****70.00

Gentlemen:

Enclosed please find the original and one copy of a proposed charter for the above-named corporation, together with my check in the amount of \$70.00 to cover the following:

Filing Fee	\$ 35.00
Registering Agent Fee	35.00
	\$ 70.00

Also enclosed are the original and one copy of certificate designating the Registering Agent for the Corporation.

After the charter has been approved and filed, kindly return the acknowledgment copy to me.

Diane Desrochers

Very truly yours,

AUTHE
CORRECT
DATE
DOC. #
Article II
add principal address
PH

Diane B. Desrochers
Diane B. Desrochers

wab
PH
7/9/96



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 9, 1996

DIANE B. DESROCHERS
11730 106 AVE NO
LARGO, FL 34648

SUBJECT: CAN/U.S.A., INC.
Ref. Number: W96000014328

We have received your document for CAN/U.S.A., INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 696A00033364

CAN/U.S.A., INC.
11730 106 AVE NO.
LARGO, FL. 34648
(813)321-6109

July 28, 1996

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32414

Gentlemen:

Enclosed please find the original and one copy of a proposed charter for the above-named corporation, together with my check in the amount of \$70.00 to cover the following:

Filing Fee	\$ 35.00
Registering Agent	
Fee	<u>35.00</u>
	\$ 70.00

Also enclosed are the original and one copy of certificate designating the Registering Agent for the Corporation.

After the charter has been approved and files, kindly return the acknowledgment copy to me.

Very truly yours,


Diane B. Desrochers

ARTICLES OF INCORPORATION
OF
CAN/U.S.A., INC.

FILED
96 JUL 31 AM 11:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is CAN/U.S.A., INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business, including but not limited to, the opening of a broker's margin account.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of one dollar (\$1.00) par value common stock, which shall be designated "common stock".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this Corporation is 11730 106th Ave No., Largo, Fl. 34648, telephone number (813)321-6109 and the name and address of the initial registered agent of this Corporation is Diane B. Desrochers, 11730 106th Ave No., Largo, Fl. 34648.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one.

The names and addresses of the initial directors of this Corporation are:

PRESIDENT

DIANE B. DESROCHERS
11730 106th Ave No.
Largo, Fl. 34648
USA

VICE PRESIDENT

GAETAN DUCHAINE
2141 Boul. St. Louis
Trois-Rivieres
Quebec G8Z 2N8
Canada

SEC. TREASURER

JOCELYN BONIN
104 du Sanctuaire
Cap de la Madeleine
Quebec G8T 4W4
Canada

ARTICLE VIII - INCORPORATORS

The names and addresses of the persons signing these Articles of Incorporation are:

DIANE B. DESROCHERS
11730 106th Ave No.
Largo, Fl. 34648
USA

GAETAN DUCHAINE
2141 Boul. St. Louis
Trois-Rivieres
Quebec G8Z 2N8
Canada

JOCELYN BONIN
104 du Sanctuaire
Cap de la Madeleine
Quebec G8T 4W4
Canada

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

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS THEREOF, the undersigned subscribers have executed these Articles of
Incorporation this 28 day of June, 1996.

Diane B. Desrochers
DIANE B. DESROCHERS, PRESIDENT

Gaetan Duchaine
GAETAN DUCHAINE, VICE PRESIDENT

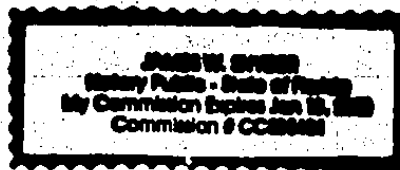
Joelyn Bonin c.g.a.
JOCELYN BONIN, SEC. TREASURER

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned, a Notary Public authorized to take
acknowledgments in the state and county set forth above, personally appeared DIANE B.
DESROCHERS, GAETAN DUCHAINE and JOCELYN BONIN, known to me and
known by me to be the persons who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affix my official
seal, in the state and county aforesaid, this 28 day of June, 1996.

James W. Snyder
Notary Public



My commission expires _____

FILED

96 JUL 31 AM 11:17

SECRETARY OF STATE
BUSINESS, FLORIDA

**CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First -- That CAN/U.S.A., INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at City of St. Petersburg, County of Pinellas, State of Florida has named Diane B. Desrochers located at 11730 106th Ave No., Largo, Florida, County of Pinellas, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By *Diane B. Desrochers*
DIANE B. DESROCHERS
Resident Agent