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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001

FROM: LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P. ACCT#: 072720000036

CONTACT: KYLE L WHITE

PHONE: (407)843-4600

FAX #: (407)843-4444

NAME: CANSOUTH DEVELOPMENT CORP.

AUDIT NUMBER.....H97000020974

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0 PAGES..... 2

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B. REGISTER .DEC 22 1997

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

CanSouth Development Corp.

ARTICLE I - NAME

The name of this corporation is CanSouth Development Corp.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office and the mailing address of the corporation shall be 5009 Park Central Drive, Orlando, Florida 32839.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue TEN THOUSAND (10,000) shares of TEN CENT (\$0.10) par value common stock.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 215 North 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 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:

Henry Morton

1090 Don Mills Road, Suite 600
Don Mills, Ontario
Canada M3C3R6

This document was prepared by:

Loran A. Johnson, Esquire

Florida Bar Number: 0339350

Lowndes, Drosdick, Doster, Kantor & Reed, P.A.

P. O. Box 2809

Orlando, Florida 32802-2809

(407) 843-4600

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Paul Morton

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

Joel K. Slater

5009 Park Central Drive
Orlando, Florida 32839

ARTICLE VI - INCORPORATOR

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

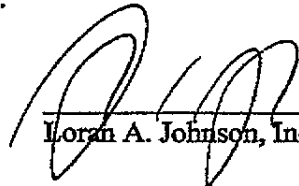
Loran A. Johnson

215 North Eola Drive
Orlando, Florida 32801

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SECRETARY OF STATE

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of

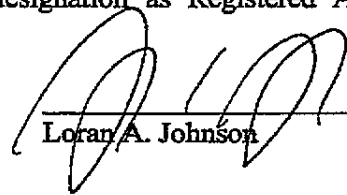
Incorporation this 19th day of December, 1997.



Loran A. Johnson, Incorporator

ACCEPTANCE OF REGISTERED AGENT

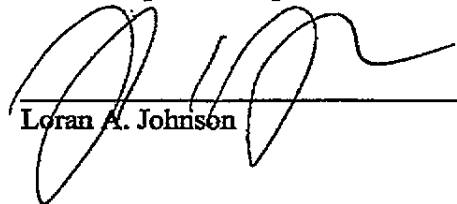
The undersigned hereby accepts the designation as Registered Agent of CanSouth Development Corp.



Loran 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 Can South Development Corp.



Loran A. Johnson