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3/19/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

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

CONTACT: KAREN L DIDEA

PHONE: (407)843-4600

FAX #: (407)843-4444

NAME: WOE CORP.

AUDIT NUMBER.....H98000005385

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

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

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ATTORNEY: 196

CLIENT: 099994

MATTER: 45102

COMMENTS:

PLEASE NOTE THAT THIS DOCUMENT MUST BE FILED WITH AN EFFECTIVE DATE OF TODAY,
March 19, 1998. IF YOU HAVE ANY QUESTIONS, PLEASE DO NOT HESITATE TO CALL ME.

THANK YOU FOR YOUR ASSISTANCE IN THIS MATTER.

Karen L. DiDea
Direct Dial: 407/418-6462

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

H98000005385

OF
WOE CORP.

ARTICLE I - NAME

The name of this corporation is WOE CORP.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office is 5145 City Street, Orlando, Florida 32839 and the mailing address of the corporation shall be 5145 City Street, Orlando, Florida 32839.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue FIVE THOUSAND (5,000) shares of TEN CENTS (\$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 four (4) 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:

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

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: 339350
Lowndes, Drosdick, Doster, Kantor & Reed, P.A.
P. O. Box 2809
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Laurence Goldberg

488 Huron Street
Toronto, Canada M5R 2R3

Joel K. Slater

5145 City Street
Orlando, Florida 32839

SECRETARY OF STATE
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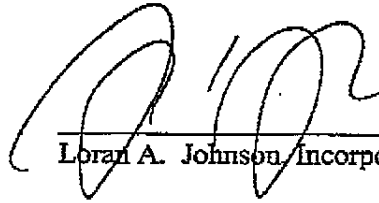
ARTICLE VI - INCORPORATOR

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

Loran A. Johnson

215 North Eola Drive
Orlando, Florida 32801

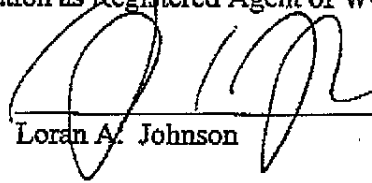
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of
Incorporation this 19th day of March, 1998.



Loran A. Johnson, Incorporator

ACCEPTANCE OF REGISTERED AGENT

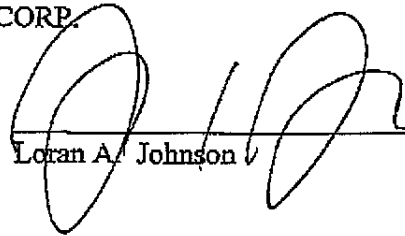
The undersigned hereby accepts the designation as Registered Agent of WOE CORP.



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 WOE CORP.



Loran A. Johnson