

LEVY, KNEEN, MARIANI, CURTIN, WIENER, KORNFELD, & DEL RUSSO

PROFESSIONAL ASSOCIATION

COUNSELORS AT LAW

JAYNE REEBSTER BARKDOLL
CHRISTOPHER C. COPELAND
J. HARRY CURTIN
ALEXANDER D. DEL RUSSO
JEFFREY D. KNEEN
DAVID L. KORNFELD
JOHN P. MARIANI
DAVID J. WIENER

SUITE 1000
1400 CENTRE PARK BOULEVARD
WEST PALM BEACH, FLORIDA 33401

H. IRWIN LEVY
OF COUNSEL

TELEPHONE (407) 478-4700
FAX NO. (407) 478-8111

P960000009611

January 23 1996

Secretary of State
State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

800001700488
-01/29/96--01073--012
****100.00 ****100.00

RE: Centrecorp Management re: North American Equities, Inc.
Our File No.: 5151.001

800001700488
-01/29/96--01073--013
*****22.50 *****22.50

Dear Sir or Madam:

In connection with the above referenced file, enclosed herewith please find two (2) originally executed Articles of Incorporation for North American Equities, Inc., as well as checks totalling \$122.50 in full payment of your filing fee.

Please date stamp one of the form and return it to the undersigned for my file.

Should you have any questions with regard to the enclosed, or require further information, please do not hesitate to call me.

Very truly yours,

LEVY, KNEEN, MARIANI, CURTIN,
WIENER, KORNFELD & DEL RUSSO, P.A.



Candy Feltner
Secretary

enc:

cc: David J. Wiener, Esquire (w/o enclosure)

JAN 31 1996 BSB

FILED
96 JAN 29 AM 9:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
NORTH AMERICAN EQUITIES, INC.

FILED
96 JAN 29 AM 9:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
\$

The undersigned hereby makes, subscribes, acknowledges and files these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I -- NAME

The name of the corporation shall be NORTH AMERICAN EQUITIES, INC. The principal office and mailing address of the corporation is 2401 PGA Boulevard, Suite 168, Palm Beach Gardens, Florida 33410.

ARTICLE II -- DURATION

The corporation shall have perpetual existence.

ARTICLE III -- PURPOSE

The purpose of this corporation is and engaging in any activity or business permitted under the laws of the United States or of this State.

ARTICLE IV -- CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of capital stock with a par value of \$1.00 per share.

ARTICLE V -- INITIAL REGISTERED OFFICE AND AGENT

The street address in this state of the initial registered office of the corporation is 1400 Centrepark Boulevard, Ste. 1400, West Palm Beach, Florida 33401, and the name of the initial registered agent at such address is David J. Wiener.

ARTICLE VI -- INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two (4) members. The number of directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial directors are:

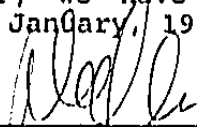
John W.S. Preston
c/o Centrecorp Management
Services, Inc.
2401 PGA Boulevard
Suite 168
Palm Beach Gardens, FL 33410

Robert S. Green
c/o Centrecorp Management
Services Limited
2851 John Street, Suite One
Markham, Ontario
Canada L3R 5R7

ARTICLE VII -- INCORPORATOR

The name and address of the person signing these Articles is: David J. Wiener, Esquire, Levy, Kneen, Mariani, Curtin, Wiener, Kornfeld & del Russo, P.A., 1400 Centrepark Blvd., Suite 1000, West Palm Beach, Florida, 33401.

IN WITNESS WHEREOF, we have made and subscribed these Articles this 23rd day of January, 1996.




DAVID J. WIENER

STATE OF FLORIDA)
) SS.:
COUNTY OF PALM BEACH)

Before me personally appeared David J. Wiener, to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed and did take an oath.

WITNESS my hand and official seal this 23rd day of January, 1996.





NOTARY PUBLIC

My Commission Expires:

(NOTARIAL IMPRESSION SEAL)

I HEREBY ACCEPT THE DESIGNATION AS REGISTERED AGENT AS SET FORTH IN THESE ARTICLES OF INCORPORATION.



DAVID J. WIENER