

FT 3000002176

TRANSMITTAL LETTER

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

600001470946
-05/02/95--01093--014
*****70.00 *****70.00

SUBJECT: 1035840 ONTARIO INC
(Name of corporation)

W95-5244

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

DONNA WEAVER

(Name of Person)

1035840 ONTARIO INC

(Firm/Company)

P.O. Box 10

(Address)

Arthur Ontario Canada NOG 1A0

(City, State and Zip Code)

Should you need to call someone concerning this matter, please call:

DONNA WEAVER

(Name of Person)

at (519) 848-2518

Area Code & Daytime Telephone Number

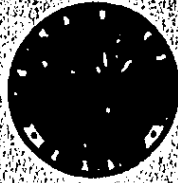
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TALLAHASSEE, FLORIDA

COURIER ADDRESS:

Qualification/Registration Sec.
Division of Corporations
408 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Registration Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 27, 1995

Donna Marie Weaver
1035840 Ontario Inc.
Box 10
Arthur, Ontario NOG 1A0

RE: **1035840 Ontario Inc.**, a Canadian corporation
#W95000005244

Dear Ms. Weaver:

It has been brought to my attention that the above mentioned entity may be transacting business in the State of Florida. I have searched the records of this office and have found no record of any filing for 1035840 Ontario Inc., a corporation organized under the laws of Canada.

Section 607.1501, Florida Statutes (copy enclosed), states that a foreign corporation may not transact business in this State without obtaining a certificate of authority from the Florida Department of State. Further, s. 607.1502(4), F.S., authorizes the Division of Corporations to collect all fees and taxes, and a penalty between \$500.00 and \$1000.00 for each year and any part thereof that a foreign corporation has transacted business in Florida without proper authority.

THE DIVISION OF CORPORATIONS RECOMMENDS THAT CORPORATE DOCUMENTS BE REVIEWED BY YOUR LEGAL COUNSEL. THE DIVISION IS A FILING AGENCY AND AS SUCH DOES NOT RENDER ANY LEGAL, ACCOUNTING, OR TAX ADVICE. THE PROFESSIONAL ADVICE OF YOUR LEGAL COUNSEL TO ASCERTAIN EXACT COMPLIANCE WITH ALL STATUTORY REQUIREMENTS IS STRONGLY RECOMMENDED.

Please review s. 607.1501(2), F.S., to determine whether 1035840 Ontario's activities in Florida constitute the transaction of business. If 1035840 Ontario Inc. requires a certificate of authority, submit the enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida". If after reviewing s. 607.1501(2), F.S., it is determined that said corporation does not need to obtain authority, please provide a written response to that effect within thirty (30) days to avoid the necessity of further action.

March 27, 1995
1035840 Ontario Inc.
Page two

If you have any questions regarding this matter, please call (904) 487-6091, or write the Foreign Qualification Section, P.O. Box 6327, Tallahassee, Florida 32314.

Sincerely,

Hart Collins, Senior Corporate Administrator

HC/hc

Enclosures: Sections 607.1501 through 607.1532, Florida Statutes
"Application by Foreign Corporation for Authorization to Transact
Business in Florida"

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. 1635840 ONTARIO INC.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. ONTARIO, CANADA
(State or country under the law of which it is incorporated)
3. _____
(FEI number, if applicable)
4. July 23, 1993
(Date of incorporation)
5. N/A
(Duration: Year corp. will cease to exist or "perpetual")
6. JAN 21 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. Box 10 c/o Donna Weaver.
Arthur Ontario CANADA NOG 1A0
(Current mailing address)
8. HORSE RACING
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:
Name: ROSS HENRY
Office Address: 8450 NE 120th St.
OKEECHOBEE, Florida, _____
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Ross Henry
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: ROBERT WILLIAM ROONEY

Address: RR#4
ARTHUR ONT. NOG 1AO.

Vice Chairman: _____

Address: _____

Director: DONNA MARIE WEAVER

Address: RR#4
ARTHUR ONT. NOG 1AO.

Director: _____

Address: _____

B. OFFICERS

President: ROBERT WILLIAM ROONEY

Address: RR#4
ARTHUR ONT. NOG 1AO

Vice President: _____

Address: _____

Secretary: DONNA MARIE WEAVER

Address: RR#4
ARTHUR ONT. NOG 1AO

Treasurer: DONNA MARIE WEAVER

Address: RR#4
ARTHUR ONT. NOG 1AO

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

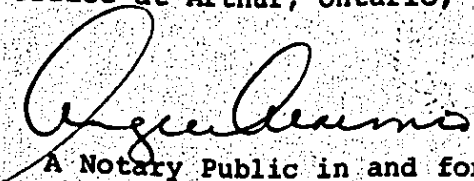
13. Donna Marie Weaver
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. DONNA MARIE WEAVER SECRETARY
(Typed or printed name and capacity of person signing application)

CANADA)
PROVINCE OF ONTARIO)
COUNTY OF WELLINGTON)
To Wit:)

I, ANGELA ALAIMO, A Notary Public for the Province of Ontario, by royal authority duly appointed, residing at the Village of Arthur, in the said Province, do certify that the paper writing hereto annexed is a true copy of a document produced and shown to me and purporting to be the Articles of Incorporation of 1035840 Ontario Inc., dated the 23rd day of July, 1993, the said copy having been compared by me with the said original document, an act whereof being requested I have granted under my notarial form and seal of office to serve and avail as occasion shall or may require.

IN TESTIMONY WHEREOF I have hereto subscribed my name and affixed my Seal of Office at Arthur, Ontario, this 19th day of April, 1995.


A Notary Public in and for
the Province of Ontario.

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TALLAHASSEE, FLORIDA

For Ministry Use Only
 À usage exclusif du ministère
 Ministry of
 Consumer and
 Commercial
 Relations
CERTIFICATE
 This is to certify that these
 articles are effective on

Ministère de
 la Consommation
 et du Commerce
CERTIFICAT
 Ceci certifie que les présents
 statuts entrant en vigueur le

Ontario Corporation Number
 Numéro de la compagnie en Ontario

1035840

JULY 23 JUILLET, 1993

Ken D. Lin
 Director / Directeur
 Business Corporations Act / Loi de sur les compagnies

(11)

Trans Code A 18	Line No. O 20	Stat. O 28	Comp Type A 29	Method Incorp. 3 30
Share S 31	Notice Req'd N 32	Jurisdiction ONTARIO 33		

Form 1
 Business
 Corporations
 Act,
 1982

Formule
 numéro 1
 Loi de 1982
 sur les
 compagnies

**ARTICLES OF INCORPORATION
 STATUTS CONSTITUTIFS**

1. The name of the corporation is: *Dénomination sociale de la compagnie:*

1035840 **ONTARIO INC.**

2. The address of the registered office is: *Adresse du siège social:*

R.R. #4

(Street & Number of R.R. Number & Multi-Office Building give Room No.)
 (Rue et numéro ou numéro de la R.R. et, s'il s'agit d'un édifice à bureaux, numéro du bureau)

ARTHUR, ONTARIO

(Name of Municipality or Post Office)
 (Nom de la municipalité ou du bureau de poste)

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Township of Peel

(Name of Municipality, Geographical Township)
 (Nom de la municipalité, du canton)

In the **County of Wellington**

dans le/la (County, District, Regional Municipality)
 (Comté, district, municipalité régionale)

3. Number (or minimum and maximum number) of directors is: *Nombre (ou nombres minimal et maximal) d'administrateurs:*

minimum one and maximum four

4. The first director(s) is/are:

Premier(s) administrateur(s):

First name, initials and surname Prénom, initiales et nom de famille	Residence address, giving Street & No. or R.R. No. or Municipality and postal code Adresse personnelle, y compris la rue et le numéro, le numéro de la R.R. ou, le nom de la municipalité et le code postal	Resident Canadian State Yes or No Résident Canadien Oui/Non
Robert W. Rooney	R.R. #4, Arthur, Ontario N0G 1A0	Yes
Donna M. Weaver	R.R. #4, Arthur, Ontario N0G 1A0	Yes

5. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.

Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la compagnie.

None.

6. The classes and any maximum number of shares that the corporation is authorized to issue.

Catégories et nombre maximal, s'il y a lieu, d'actions que la compagnie est autorisée à émettre.

The Corporation is authorized to issue an unlimited number of common shares.

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1. The holder of each common share has the right to one vote for such common share at all meetings of shareholders and to receive the remaining property of the Corporation upon dissolution.

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6. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows:

(L'émission, le transfert ou la propriété d'actions est/est pas restreintes. Les restrictions, s'il y a lieu, sont les suivantes:

The right to transfer shares of the Corporation shall be restricted in that no shares shall be transferred without either:

- a) the previous consent of the directors of the Corporation expressed by a resolution passed at a meeting of the directors or by an instrument or instruments in writing signed by a majority of the directors, or
- b) the previous consent of the holders of at least fifty-one percent of the shares for the time being outstanding entitled to vote expressed by resolution passed at a meeting of the shareholders or by an instrument or instruments in writing signed by such shareholders.

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2. Other provisions, if any, are:

Action Department, 477 p. 8. 100

- (a) The number of shareholders of the Corporation, exclusive of persons who are in its employment and exclusive of persons who, having been formerly in the employment of the Corporation were, while in that employment, and have continued after the termination of that employment to be shareholders of the Corporation, is limited to fifty, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder.
- (b) Any invitation to the public to subscribe for securities of the Corporation is prohibited.

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12. The names and addresses of the incorporators are:

Noms et adresse des fondateurs:

First name, initials and surname or corporate name
Prénom, initiale et nom de famille ou dénomination
sociale

Full residence address or address of registered office or of
principal place of business giving street & No. or R.F. No.,
municipality and postal code
Adresse pour renseignements au compte, adresse du siège social ou
adresse de l'établissement principal, y compris la rue et le
numéro, le numéro de la R.F., le nom de la municipalité et le
code postal

Robert W. Rooney

R.R. #4, Arthur, Ontario N0G1A0

Donna M. Weaver

R.R. #4, Arthur, Ontario N0G 1A0

These articles are signed in duplicate.

Les présents statuts sont signés en double exemplaire.

Signature of incorporators
(Signature des fondateurs)


Donna M. Weaver

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