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with respect to 125 shares of 12.5% Series B

BASIC AMENDMENT

MINTO BUILDERS (FLORIDA), INC.

Cumulative
Non-voting
Preferred stock
has been
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Thank you.

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Amendment
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ARTICLES OF AMENDMENT

TO THE SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION OF

MINTO BUILDERS (FLORIDA), INC.

WITH RESPECT TO

**7% SERIES C JUNIOR CUMULATIVE REDEEMABLE
PREFERRED STOCK**

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**ARTICLES OF AMENDMENT
TO THE SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
MINTO BUILDERS (FLORIDA), INC.
RELATING TO 920,000 SHARES OF**

7% SERIES C JUNIOR CUMULATIVE REDEEMABLE PREFERRED STOCK

The undersigned hereby certify to the State of Florida Department of State that:

FIRST: The name of the corporation is Minto Builders (Florida), Inc. (the "Corporation").

SECOND: Under a power contained in Section 607.0602 of the Florida Business Corporation Act and Article III of the Corporation's Articles of Incorporation, as heretofore amended (which, as hereafter restated or amended from time to time, are together with these Articles of Amendment herein called the "Articles"), the Board of Directors, by resolution duly adopted through a unanimous written consent dated October 11, 2005, classified and designated 920,000 shares of unissued preferred stock, par value \$0.01 per share, of the Corporation (the "Preferred Stock") as 7% Series C Junior Cumulative Redeemable Preferred Stock with the following preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends and other distributions, qualifications and terms and conditions of redemption, which, upon any restatement of the Articles, shall be deemed to be a part of Article II of the Articles, with any necessary or appropriate changes to the enumeration or lettering of any section or subsection thereof.

1. Designation. A series of Preferred Stock, designated as "7% Series C Junior Cumulative Redeemable Preferred Stock" (the "Series C Preferred Shares"), is hereby established. The number of shares constituting such series shall be 920,000. The par value of the Series C Preferred Shares is \$0.01 per share, which is not a change in the par value of the Preferred Stock as set forth in the Articles. All capitalized terms used in the terms of the Series C Preferred Shares (the "Articles of Amendment") and not otherwise defined shall have the meaning given to such terms in Paragraph 13 hereof.

2. Rank. The Series C Preferred Shares shall, with respect to rights to the payment of dividends or the distribution of assets upon any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, rank (a) senior to the common stock, par value \$1.00 per share, of the Corporation ("Common Stock") and any other class or series of capital stock issued by the Corporation the terms of which provide that such class or series of capital stock shall rank junior to such Series C Preferred Shares as to the payment of dividends and/or the distribution of assets upon any liquidation, dissolution or winding up of the Corporation (including, but not limited to, the Common Stock and the Corporation's Special Voting Stock, \$0.01 par value per share ("Voting Stock") ("Junior Stock"); (b) on a parity with any other class or series of capital stock issued by the Corporation other than those referred to in clauses (a) and (c) that specifically provide that such class or series of capital stock ranks, as to the payment of dividends and/or the distribution of assets upon any liquidation, dissolution or winding up of the Corporation, on a parity with the Series C Preferred Shares ("Parity Stock"); and (c) junior to any class or series of capital stock issued by the Corporation, the terms of which specifically provide that such class or series, as to the payment of dividends and/or the distribution of assets upon any liquidation, dissolution or winding up of the Corporation, ranks senior to the Series C Preferred Shares (including, but not limited to, the Corporation's 3.5% Series A Cumulative Preferred Stock, \$0.01 par value per share ("Series A Preferred Shares") and the Corporation's 12.5% Series B Cumulative Non-Voting Preferred

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Stock, \$0.01 par value per share ("Series B Preferred Shares") ("Senior Stock"). The term "capital stock" shall not include convertible debt securities.

3. Dividends.

(a) Subject to the preferential rights of the holders of Senior Stock, the holders of Series C Preferred Shares, in preference to the holders of all Junior Stock, shall be entitled to receive when, as and if authorized by the Board of Directors out of funds legally available therefor, cumulative monthly preferential cash dividends on each share of Series C Preferred Shares equal to 7% per annum of the sum of (i) the \$1,276 liquidation preference per share (equivalent to a fixed annual amount of \$89.32 per share) and (ii) all accumulated and unpaid dividends accrued thereon pursuant to this Paragraph 3(a) (the "Series C Dividends"). The Series C Dividends shall begin to accrue and shall be fully cumulative from the date of original issuance, whether or not authorized by the Board of Directors, and whether or not there are profits, surplus or other funds of the Corporation legally available for the payment of dividends, and will be calculated and compounded monthly and payable monthly, when, as and if authorized by the Board of Directors, in arrears on the last day of each month (each a "Dividend Payment Date"), prorated for the initial period from the date of original issuance through, and including, October 31, 2005. The amount of the Series C Dividends payable for any period will be computed on the basis of a 360-day year consisting of twelve 30-day months; and for any period shorter or longer than a full month period for which Series C Dividends are computed, the amount of the Series C Dividends payable will be computed on the basis of the actual number of days elapsed. Such dividends shall commence to accrue on each Series C Preferred Share from the date of original issuance and shall continue to accrue and compound monthly thereon until all amounts payable upon liquidation or redemption of the Series C Preferred Shares are paid in full in cash. Any dividend payment made on the Series C Preferred Shares shall first be credited against the earliest accumulated but unpaid dividend due with respect to the Series C Preferred Shares which remains payable. Dividends shall be payable to holders of record as they appear in the stock transfer records of the Corporation at the close of business on the applicable record date, which shall be the first day of the calendar month in which the applicable Dividend Payment Date falls or such other date designated by the Board of Directors for the payment of dividends that is not more than 30 nor less than ten (10) days prior to such Dividend Payment Date (each, a "Dividend Record Date"). As used herein, the term "dividend period" for the Series C Preferred Shares shall mean the period from and including the date of original issuance and ending on and including the next Dividend Payment Date, and each subsequent period from but excluding such Dividend Payment Date and ending on and including the next following Dividend Payment Date.

(b) When dividends are not paid in full (or a sum sufficient for such full payment is not so set apart) upon the Series C Preferred Shares for all past dividend periods and the then current dividend period, and there is outstanding any other class or series of Parity Stock upon which dividends have also not been paid in full, all dividends authorized and declared upon the Series C Preferred Shares and such other class or series of Parity Stock shall be declared pro rata so that the amount of dividends authorized and declared per share of Series C Preferred Shares and such other class or series of Parity Stock shall in all cases bear to each other the same ratio that accumulated dividends per share on the Series C Preferred Shares and such other class or series of Parity Stock (which shall not include any accumulation in respect of unpaid dividends for prior dividend periods if such class or series of Parity Stock does not have a cumulative dividend) bear to each other. If at any time the Corporation pays less than the total amount of dividends then accrued with respect to the Series C Preferred Shares, such payment shall be made pro rata among each Series C Preferred Share.

(c) Except as provided in Paragraph 3(b) above, unless full cumulative dividends have been or contemporaneously are declared and paid in full (or a sum sufficient for the full payment thereof set apart for such payment) on the Series C Preferred Shares for all past dividend periods and the

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then current dividend period, the Corporation shall not authorize, declare, pay or set apart for payment any dividends, or authorize, declare, or make any other distribution, on any class or series of Parity Stock or Junior Stock for any period, nor shall any Parity Stock or Junior Stock be redeemed, purchased or otherwise acquired for any consideration (or any monies be paid to or made available for a sinking fund for the redemption of any such class or series of Parity Stock or Junior Stock) by the Corporation (except (i) by conversion into or exchange for any other class or series of Junior Stock or (ii) the redemption, purchase or acquisition by the Corporation of any class or series of capital stock of the Corporation pursuant to Article VI of the Articles for the purpose of preserving the Corporation's qualification as a real estate investment trust (a "REIT") under the Internal Revenue Code of 1986, as amended (the "Code")).

4. Liquidation Preference.

(a) In the event of any liquidation, dissolution or winding up of the affairs of the Corporation, either voluntarily or involuntarily, the holders of Series C Preferred Shares shall be entitled, out of assets of the Corporation legally available for distribution to its shareholders remaining after payment or provisions for payment of the Corporation's debts and other liabilities and subject to the rights of other holders of any class or series of Parity Stock or Senior Stock but before any distribution is made on any class or series of Junior Stock, to a liquidating amount in cash (the "Series C Liquidation Amount") equal to \$1,276 per share plus an amount equal to any accrued and unpaid dividends (whether or not earned or authorized) to the date of payment.

(b) If, upon any such voluntary or involuntary liquidation, dissolution or other winding up of the affairs of the Corporation, the assets of the Corporation legally available for distribution to its shareholders are insufficient to permit the payment of the Series C Liquidation Amount in full, then the entire assets of the Corporation remaining after the payment of, or provision for the payment of, the Corporation's debts and other liabilities and Senior Stock shall be distributed among the holders of the Series C Preferred Shares ratably in proportion to the full preferential amounts to which they would otherwise be respectively entitled on account of their Series C Preferred Shares. In the event that there are outstanding any shares of any class or series of Parity Stock at the time of any such voluntary or involuntary liquidation, dissolution or winding-up, all payments of liquidating distributions on the Series C Preferred Shares and such other class or series of Parity Stock shall be made so that the payments on the Series C Preferred Shares and such other class or series of Parity Stock shall in all cases bear to each other the same ratio that the respective rights of the Series C Preferred Shares and such other class or series of Parity Stock (which shall not include any accumulation in respect of unpaid distributions for prior distribution periods if such class or series of Parity Stock does not have cumulative distribution rights) upon liquidation, dissolution or winding-up of the Corporation bear to each other. The liquidation preference of the outstanding Series C Preferred Shares will not be added to the liabilities of the Corporation for purposes of determining whether under Florida law, a distribution by dividend, redemption or otherwise, may be made to shareholders of the Corporation whose preferential rights upon liquidation, dissolution or winding up of the affairs of the Corporation, either voluntarily or involuntarily, are junior to those of holders of Series C Preferred Shares.

(c) Consolidation, Merger, etc. A consolidation or merger of the Corporation with or into any other corporation or corporations (a "merger"), or a Sale of the Corporation, or the effectuation by the Corporation of a transaction or a series of related transactions in which more than fifty percent (50%) of the Voting Power of the Corporation is transferred (other than in connection with purchases of shares of special voting stock contemplated by the Purchase Agreement or a transfer permitted by or contemplated in the Put/Call Agreement, the Shareholders Agreement, the Supplemental Shareholders Agreement or the Subscription Agreement) (a "reorganization") shall be deemed not to constitute a liquidation, dissolution or winding up of the Corporation within the meaning of this

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Paragraph 4. Any reorganization of the Corporation required by any court or administrative body in order to comply with any provision of law shall be deemed to be an involuntary liquidation, dissolution or winding up of the Corporation unless the preferences, qualifications, limitations, restrictions and special or relative rights granted to the holders of Series C Preferred Shares are not adversely affected by such reorganization.

(d) Written notice of any such liquidation, dissolution or winding up of the Corporation, stating the payment date or dates when, and the place or places where, the amounts distributable in such circumstances shall be payable, shall be given by first class mail, postage pre-paid, not less than 30 or more than 60 days prior to the payment date stated therein, to each record holder of the Series C Preferred Shares at the respective addresses of such holders as the same shall appear on the stock transfer records of the Corporation.

(e) After payment of the full amount of the liquidating distributions to which they are entitled, the holders of Series C Preferred Shares shall have no right or claim to any of the remaining assets of the Corporation.

5. Voting. Other than as provided by law or explicitly set forth in these Articles of Amendment, the holders of the Series C Preferred Shares shall not be entitled to vote at any election of directors or on any other matter submitted to shareholders of the Corporation.

6. Redemption.

(a) The Series C Preferred Shares shall not be subject to any sinking fund or mandatory redemption. The Series C Preferred Shares shall be subject to redemption at any time at the election of the Corporation. The Corporation shall notify each holder of Series C Preferred Shares whose Series C Preferred Shares are to be redeemed in writing (the "Redemption Notice") of its election to exercise the rights afforded by this Paragraph 6(a). The Redemption Notice may be delivered at any time after the issuance of Series C Preferred Shares. The redemption price for each Series C Preferred Share delivered shall be cash in an amount equal to the Series C Liquidation Amount (the "Redemption Price"). The Redemption Price shall be due and payable on or before the 15th day following delivery to the holder of Series C Preferred Shares of the Redemption Notice (the "Redemption Date").

(b) The holders of Series C Preferred Shares shall not have the right to require the Corporation to redeem the Series C Preferred Shares except as explicitly set forth in these Articles of Amendment.

(c) On or prior to the applicable redemption payment date, each holder of Series C Preferred Shares to be redeemed must present and surrender the certificates representing the Series C Preferred Shares to the Corporation at the place designated in the Redemption Notice, and thereupon the Redemption Price of such shares will be paid to or on the order of the Person whose name appears on such certificates as the owner thereof and each surrendered certificate will be canceled. In the event that the Corporation does not have sufficient funds to redeem all shares called for redemption a new certificate will be issued evidencing the unredeemed shares. From and after the Redemption Date (unless the Corporation fails to pay the Redemption Price), all distributions on the Series C Preferred Shares to be redeemed will cease to accumulate and all rights of the holders thereof, except the right to receive the Redemption Price thereof (including all accumulated and unpaid distributions to the Redemption Date), will cease and terminate and such shares will not thereafter be transferred (except with the consent of the Corporation) on the Corporation's share registry, and such shares shall not be deemed to be outstanding for any purposes whatsoever.

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(d) Notwithstanding anything to the contrary contained herein, unless full cumulative dividends on all Series C Preferred Shares shall have been or contemporaneously are authorized, declared and paid or authorized, declared and a sum sufficient for the payment thereof set apart for payment for all past dividend periods and the current dividend period, no Series C Preferred Shares shall be redeemed unless all outstanding Series C Preferred Shares are simultaneously redeemed or exchanged; provided, however, that the foregoing shall not prevent the purchase or acquisition of Series C Preferred Shares pursuant to a purchase or exchange offer made on the same terms to holders of all outstanding Series C Preferred Shares. In addition, unless full cumulative dividends on all outstanding Series C Preferred Shares have been or contemporaneously are authorized, declared and paid or authorized, declared and a sum sufficient for the payment thereof set apart for payment for all past dividend periods and the then current dividend period, the Corporation shall not purchase or otherwise acquire directly or indirectly any class or series of Junior Stock (except by conversion into or exchange for shares of any class or series of Junior Stock).

(e) Immediately prior to any redemption of Series C Preferred Shares, the Corporation shall pay, in cash, any accumulated and unpaid dividends through the Redemption Date, unless such Redemption Date falls after a Dividend Record Date and on or prior to the corresponding Dividend Payment Date, in which case each holder of Series C Preferred Shares at the close of business on such Dividend Record Date shall be entitled to receive the dividend payable on such shares on the corresponding Dividend Payment Date notwithstanding the redemption of such shares on or prior to such Dividend Payment Date. Except as provided above, the Corporation will make no payment or allowance for unpaid dividends, whether or not in arrears, on Series C Preferred Shares for which a Redemption Notice has been given.

(f) The notices provided for in this Paragraph 6 shall be sent, if by or on behalf of the Corporation, to the holders of the Series C Preferred Shares at their respective addresses as shall then appear on the records of the Corporation, or if by any holder of Series C Preferred Shares to the Corporation, at its principal executive office, by first class mail, postage prepaid, notifying such recipient of the redemption, the date of such redemption, the number of Series C Preferred Shares to be redeemed, the redemption price therefor and stating the place or places at which the shares called for redemption shall, upon presentation and surrender of such certificates evidencing such shares, be redeemed.

(g) If the funds of the Corporation legally available for redemption of Series C Preferred Shares pursuant to Paragraph 4(a) are insufficient to redeem the total number of outstanding Series C Preferred Shares entitled to redemption, the Corporation shall redeem only such number of Series C Preferred Shares as may be allowed out of funds legally available for redemption of such shares. In such event, the Corporation shall select the shares for redemption on a pro rata basis for each holder based on its percentage of Series C Preferred Shares held. At any time thereafter when additional funds of the Corporation are legally available for the redemption of such Series C Preferred Shares, such funds will be used at the earliest permissible time, to redeem the balance of such shares, or such portion thereof for which funds are then legally available.

(h) Any unredeemed shares shall remain outstanding and shall continue to have all rights and preferences (including, without limitation, dividend and voting rights) provided for herein and the holders of such unredeemed shares shall have the ongoing right to be redeemed together with such rights and remedies as may be available under applicable law.

7. Preemptive Rights. The Series C Preferred Shares will have no preemptive rights.

8. Status of Recquired Shares. Any Series C Preferred Shares redeemed pursuant to Paragraph 6 or otherwise acquired by the Corporation in any manner whatsoever shall be canceled and

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shall not under any circumstances be reissued; and the Corporation may from time to time take such appropriate trust action as may be necessary to reduce accordingly the number of authorized Series C Preferred Shares.

9. Exclusion of Other Rights. Except as may otherwise be required by law or provided by contract, the Series C Preferred Shares shall not have any preferences or relative, participating, optional or other special rights, other than those specifically set forth in these Articles of Amendment.

10. Identical Rights. Each of the Series C Preferred Shares shall have the same relative rights and preferences as, and shall be identical in all respects with, all other Series C Preferred Shares.

11. Certificates. So long as the Corporation is authorized to issue shares of more than one class, each certificate issued by the Corporation shall state that (i) the Corporation shall furnish a full statement of (a) the designation and any preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms and conditions of redemption of the shares of each class that the Corporation is authorized to issue, (b) the differences in the relative rights and preferences among the shares of each series to the extent they have been set and (c) the authority of the Board of Directors to set the relative rights and preferences of subsequent series to a holder of shares on request and without charge and (ii) that the holder of the shares evidenced by such certificate is subject to the provisions of the Subscription Agreement. In the case of any lost, destroyed or stolen certificate, the Corporation shall issue a replacement certificate to the record holder thereof upon delivery by such holder to the Corporation, in form and substance reasonably satisfactory to the Corporation, of an affidavit of loss and an indemnification agreement covering the Corporation against damages arising out of the issuance of such replacement certificate.

12. Amendments. Any provision of these terms of the Series C Preferred Shares may be amended, modified or waived if and only if the holders of the Requisite Percentage of Series C Preferred Shares have consented in writing or by an affirmative vote to such amendment, modification or waiver of any such provision of these Articles of Amendment.

13. Definitions.

"Articles" shall mean the Articles of Incorporation of the Corporation originally filed with the State of Florida Department of State on December 8, 1977 and as further amended thereafter.

"Articles of Amendment" shall mean these Articles of Amendment filed by the Corporation in the office of the State of Florida Department of State designating the Series C Preferred Shares.

"Board of Directors" shall mean the Board of Directors of the Corporation.

"Corporation" shall mean Minto Builders (Florida), Inc., a Florida corporation.

"Dividend Payment Date" shall have the meaning set forth in Paragraph 3(a) hereof.

"Dividend Record Date" shall have the meaning set forth in Paragraph 3(a) hereof.

"Person" shall mean an individual, partnership, corporation, association, trust, joint venture, unincorporated organization, limited liability company, joint stock company, and any government, governmental department or agency or political subdivision thereof or any other entity.

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"Purchase Agreement" shall mean the that agreement among the Corporation, Minto Holdings Inc., a Canadian corporation, Inland American Real Estate Trust, Inc., a Maryland corporation and Minto (Delaware), LLC, a Delaware limited liability company, dated as of October 11, 2005.

"Redemption Date" shall have the meaning set forth in Paragraph 6(a) hereof.

"Redemption Notice" shall have the meaning set forth in Paragraph 6(a) hereof.

"Redemption Price" shall have the meaning set forth in Paragraph 6(a) hereof.

"Requisite Percentage" shall mean, as of any time, the holders of greater than 50% of the Series C Preferred Shares outstanding at that time.

"Sale of the Corporation" shall mean a single transaction or a series of related transactions pursuant to which (i) a Person or Persons acquire all or substantially all of the shares of beneficial interest or assets of the Corporation or the Corporation's Subsidiaries; or (ii) the shareholders of the Corporation immediately prior to such transaction or series of transactions do not as a group hold at least fifty percent (50%) of the economic interest and Voting Power of such acquiring Person or Persons upon the completion of such transaction.

"Series C Liquidation Amount" shall have the meaning set forth in Paragraph 4(a).

"Series C Preferred Shares" shall have the meaning set forth in the recitals hereof.

"Subscription Agreement" shall mean the Series C Preferred Stock Subscription Agreement to be entered into between the Corporation and Inland Western Retail Real Estate Trust, Inc., a Maryland corporation, dated as of October 11, 2005.

"Voting Power" shall mean voting securities or other voting interests ordinarily (and apart from rights accruing under special circumstances) having the right to vote generally in the election of directors or persons performing substantially equivalent tasks and responsibilities.

14. Severability of Provisions. If any right, preference or limitation of the Series C Preferred Shares set forth in these Articles of Amendment (as such Articles of Amendment may be amended from time to time) is invalid, unlawful or incapable of being enforced by reason of any rule, law or public policy, all other rights preferences and limitations set forth in these Articles of Amendment (as so amended) which can be given effect without implicating the invalid, unlawful or unenforceable right preference or limitation shall, nevertheless, remain in full force and effect, and no right, preference or limitation herein set forth shall be deemed dependent upon any other right, preference or limitation unless so expressed herein.

THIRD: The Series C Preferred Shares have been classified and designated by the Board of Directors under the authority contained in the Articles.

FOURTH: These Articles of Amendment contain amendments to the Corporation's Articles of Incorporation requiring shareholder approval and the sole shareholder of the Corporation, by resolution duly adopted by written consent effective as of October 11, 2005, has cast a number of votes sufficient for approval of these Articles of Amendment. Further, the Board of Directors of the Corporation, by resolution duly adopted by written consent effective as of October 11, 2005, approved these Articles of Amendment.

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FIFTH: Each of the undersigned acknowledges these Articles of Amendment to be the act of the Corporation and, as to all matters and facts required to be verified under oath each of the undersigned acknowledges that, to the best of his knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under penalties for perjury.

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IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed under seal in its name and on its behalf by its President and attested to by its Secretary on this 11th day of October, 2005.

MINTO BUILDERS (FLORIDA), INC.

By: 

Name: Eric McKinney
Title: Executive Vice President

By: 

Name: PETER GORING
Title: EXECUTIVE VICE-PRESIDENT

ATTEST:

Name:
Title:

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