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JONATHAN S. DEAN P.A.*
MICHAEL E. DEAN
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DAVID E. MIDGETT P.A.

A LIMITED LIABILITY PARTNERSHIP
CONSISTING OF PROFESSIONAL ASSOCIATIONS
ATTORNEYS AT LAW

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June 8, 2000

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Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314-6327

RE: VIEWPOINT, L.L.C.

Dear Sirs:

Enclosed please find our firm's check in the amount of \$155.00 representing the filing fee of \$125.00 for the enclosed Articles of Organization and \$25.00 for a certified copy. I have also enclosed a copy of the Articles to be returned marked "Filed."

If you have any questions regarding the aforementioned, please do not hesitate to contact me.

Very truly yours,

DEAN AND DEAN, L.L.P.

Mary Lou Rountree

Mary Lou Rountree
Secretary

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Enclosures

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ARTICLES OF ORGANIZATION
OF
VIEWPOINT, L.L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be VIEWPOINT, L.L.C. ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company shall be 2100 S.E. 17th Street, Suite 300, Ocala, Florida, 34471.

ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's shall be perpetual unless the company is earlier dissolved as provided in these articles of organization.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is Dean and Dean, LLP, Attn: Managing Partner, 230 N.E. 25th Avenue Ocala, Florida 34470.

ARTICLE V -- CAPITAL CONTRIBUTIONS

The initial member of the company shall contribute to the capital of the company the sum of \$1,000.00.

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as all the members determine. A member may transfer his or her interest in

the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII – INITIAL MEMBER

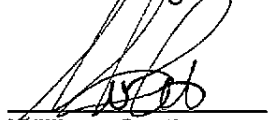
The initial member of the company shall be William Curtis, 2100 S.E. 17th Street, Suite 300, Ocala, Florida, 34471.

ARTICLE IX -- MANAGEMENT

The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial manager of the company is Kevin Chadwick, ConnerHayes Management, Inc., 2-61 Cartier Street, Ottawa, ON Canada K2P 1J4.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Ocala, Florida, on this 6th day of June, 2000.

Name of Organizer


William Curtis

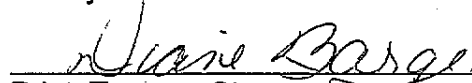
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CLERK OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF MARION

Sworn to and subscribed before me this 6th day of June, 2000, by William Curtis who is personally known or produced the following identification

(personally known)

Notary Public -- State of Florida


Print, Type, or Stamp Diane Barge
Commissioned Name of Notary Public



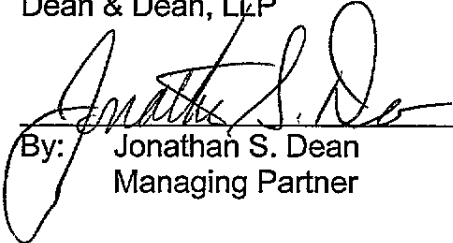
Diane Barge
MY COMMISSION # CC681480 EXPIRES
September 17, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

Having been designed as the Registered Agent for VIEWPOINT, L.L.C., I hereby accept the designation and agree to act as the Registered Agent of said corporation.

Dated: June 8, 2000.

Dean & Dean, LLP

By: _____
Jonathan S. Dean
Managing Partner

FILED
00 JUN -9 AM 12:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA