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MC GUIRE WOODS LLP

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FROM: MCGUIRE, WOODS, BATTLE & BOOTHE LLP  
CONTACT: LINDA A QUINE  
PHONE: (904)354-1100

ACCT#: 071075000166

FAX #: (904)798-2697

NAME: AM CAN CONSULTANTS, L.C.

AUDIT NUMBER.....H98000008828

DOC TYPE.....LIMITED LIABILITY COMPANY

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 11, 1998

LINDA A. QUINE  
MCGUIRE, WOODS, BATTLE & BOOTHE LLP  
50 NORTH LAURA ST., 3300 BARNETT CENTER  
JACKSONVILLE, FL 32202

SUBJECT: AM CAN CONSULTANTS, L.C.  
REF: W98000010625

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least two members; (2) the actual amount of cash contributions; (3) the agreed value and a description of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6025.

Cathy A Mitchell  
Corporate Specialist

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Letter Number: 398A00025935

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**ARTICLES OF ORGANIZATION  
OF  
AM CAN CONSULTANTS, L.C.  
A LIMITED LIABILITY COMPANY**

\* \* \*

**ARTICLE I  
NAME**

The name of this limited liability company is Am Can Consultants, L.C., referred to in these Articles of Organization as the Company.

**ARTICLE II  
DURATION**

Unless dissolved earlier, the Company's duration shall be perpetual.

**ARTICLE III  
PRINCIPAL OFFICE**

The mailing address of the principal office of the Company is 266 Elmwood Avenue, Suite 287, Buffalo, New York 14222, and the street address of the principal office of the Company is 199 Ridge Road, Ridgeway, Ontario, L0S 1N0, Canada.

**ARTICLE IV  
REGISTERED OFFICE AND AGENT**

The initial registered office of the Company is c/o McGuire Woods Battle & Boothe, LLP, 50 North Laura Street, 3300 Barnett Center, Jacksonville, Florida 32202, and its initial registered agent is RAX CO.

Prepared by Jaime A. Frias, Esquire  
McGuire Woods Battle & Boothe, LLP  
50 North Laura Street  
3300 Barnett Center  
Jacksonville, Florida 32202  
(904) 798-2639  
Florida Bar No. 0379479

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**ARTICLE V  
PURPOSE AND POWERS**

The Company is organized with a general business purpose, has all powers provided by law and may use those powers to any lawful purpose.

**ARTICLE VI  
MANAGEMENT**

The Company shall be managed by managers whose names and addresses are as follows:

Blaine McGrath

199 Ridge Road  
Ridgeway, Ontario  
Canada L0S 1N0

Elizabeth Hughes

199 Ridge Road  
Ridgeway, Ontario  
Canada L0S 1N0

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**ARTICLE VII  
ADMISSION OF NEW MEMBERS**

The Company may admit new members as provided in the Company's Regulations.

**ARTICLE VIII  
CONTINUATION OF BUSINESS**

The remaining Members of the Company may continue its business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of any other event which terminates the continued membership of the Member in the Company as provided in the Regulations of the Company.

**ARTICLE IX  
RELATIONSHIP OF ARTICLES OF ORGANIZATION TO REGULATIONS**

If a provision of these Articles of Organization differs from a provision of the company's Regulations, then, to the extent allowed by law, the Regulations will govern.

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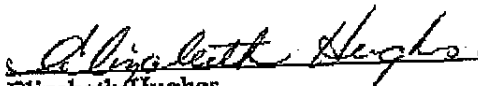
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IN WITNESS WHEREOF, the undersigned have duly executed these Articles of Organization as of this 11th day of May, 1998.

  
Blaine McGrath  
Elizabeth Hughes

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TALLAHASSEE, FLORIDA

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**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED  
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Chapter 608, Florida Statutes, the following is submitted:

AM CAN CONSULTANTS, L.C., desiring to organize or qualify under the laws of the State of Florida, hereby designates RAX CO. as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be c/o McGuire Woods Battle & Boothe, LLP, 50 North Laura Street, 3300 Barnett Center, Jacksonville, Florida 32202.

DATED this 11th day of May, 1998.

  
Elizabeth Hughes, Member

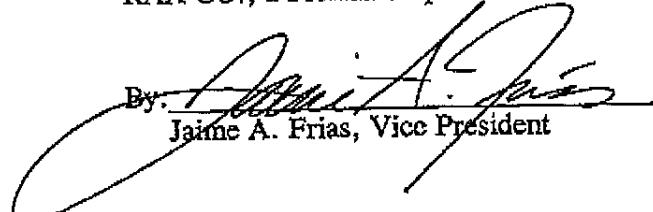
  
Blaine McGrath, Member

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TALLAHASSEE

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

DATED this 11th day of May, 1998.

RAX CO., a Florida corporation

By:   
Jaime A. Frias, Vice President

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**AFFIDAVIT OF MEMBERS AND CAPITAL CONTRIBUTIONS  
FOR AM CAN CONSULTANTS, L.C.  
A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned members of AM CAN CONSULTANTS, L.C., a Florida limited liability company (the "Company"), execute this affidavit filed pursuant to Section 608.407(2), Florida Statutes.

The Company has at least two members.

The initial capital contributions of the members are as follows:

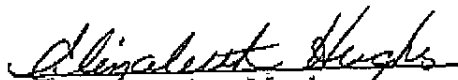
<u>Member</u>	<u>Cash Contribution</u>
Elizabeth Hughes	\$500.00
Blaine McGrath	\$500.00


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No further amounts are presently expected to be contributed by the members to the Company.

In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Dated: May 18, 1998.

  
Elizabeth Hughes, Member

  
Blaine McGrath, Member