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FLORIDA PROFIT CORPORATION OR P.A.

Blue Sea Florida Acquisition Inc.
Blue Sea Florida Inc.

We want today's filing date & if possible

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 17, 2000

MORGAN LEWIS

SUBJECT: BLU SEA FLORIDA INC.
REF: W00000004431

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.

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Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The conflicting name is BLUESEA CORPORATION P9400003640.

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Niel Christensen
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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

ARTICLES OF INCORPORATION

OF

BLUE SEA FLORIDA ACQUISITION INC.

The undersigned does hereby make and execute these Articles of Incorporation for the purpose of forming a corporation under the Florida Business Corporation Act:

ARTICLE I

Name

The name of the corporation is:

Blue Sea Florida Acquisition Inc.

ARTICLE II

Duration

The corporation shall have perpetual existence.

ARTICLE III

Purpose

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

Initial Principal Office

The street address of the initial principal office of the corporation shall be:

5300 First Union Financial Center
200 South Biscayne Boulevard
Miami, Florida 33131

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The board of directors of the corporation, or an officer of the corporation acting under the authority of the board of directors, is authorized to change the principal office of the corporation from time to time without amendment to these Articles of Incorporation.

ARTICLE V

Authorized Shares

The aggregate number of shares which the corporation shall have authority to issue one thousand (1,000) shares of common stock, no par value per share.

ARTICLE VI

Registered Office and Agent

The street address of the corporation's initial registered office is:

5300 First Union Financial Center
200 South Biscayne Boulevard
Miami, Florida 33131-2339

The name of the corporation's initial registered agent at that office is John S. Fletcher.

ARTICLE VII

Board of Directors

The number of directors constituting the initial board of directors is three. Thereafter, the number of directors shall be as provided in the bylaws. The name and address of each individual who is to serve as a member of the initial board of directors are:

Christopher Alan Leigh Mottershead	50 Chestnut Park Road Toronto, Ontario M4W 1W8, Canada
Lorrie Lynn King	96 Fairmont Avenue Maple, Ontario L6A 2P4, Canada
James Scott Jennings	127 Bramhall Lane South Bramhall, Cheshire SK7 2PP, England

ARTICLE VIII

Incorporator

The name and address of the incorporator are:

John S. Fletcher
Morgan, Lewis & Bockius LLP
5300 First Union Financial Center
200 South Biscayne Boulevard
Miami, Florida 33131-2339

ARTICLE IX

Powers

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE X

Indemnification

Provided that the person proposed to be indemnified meets the requisite standard of conduct for permissive indemnification as set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as the same may be amended from time to time, the corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or agent. The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be an officer, director, employee or agent of the corporation, and shall inure to the benefit of the heirs, the personal and other legal representatives of such person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

[Signature page to follow]

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IN WITNESS WHEREOF, these Articles of Incorporation have been executed this
17th day of February, 2000.



John S. Fletcher,
Incorporator

Acceptance By Registered Agent

The undersigned hereby accepts the appointment as registered agent of Blue Sea Florida, Inc. and agrees to comply with the provisions of the laws of Florida, including section 48.091, Florida Statutes, providing for the keeping open of the registered office for service of process.

The undersigned is familiar with, and accepts, the obligations of the position of registered agent.

Dated: February 17, 2000.



John S. Fletcher,
Registered Agent

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