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DAVID J. WIENER
BOARD CERTIFIED REAL ESTATE LAWYER
ADMITTED TO PRACTICE IN FLORIDA
AND NEW YORK

March 2, 2000

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Secretary of State
Tallahassee, FL 32399

VIA FEDERAL EXPRESS

Re: Centrefund Development (North Carolina) Corp.

Dear Sir/Madam:

Enclosed please find an original and one copy of Articles of Incorporation for the above referenced company to be filed with your office. Also enclosed is this firm's check in the amount of \$122.50 to cover the cost of filing same.

I have enclosed a self-addressed stamped envelope for your convenience in returning same.

Should you have any questions concerning the foregoing, please feel free to call me.

Sincerely,

DAVID J. WIENER, P.A.

Joanne M. Capuano

Joanne M. Capuano, Assistant

/jmc
Encl.

FILED
00 MAR 23 PM 4:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

CENTREFUND DEVELOPMENT (NORTH CAROLINA) CORP.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby makes, subscribes, acknowledges and files these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I -- NAME

The name of the corporation shall be CENTREFUND DEVELOPMENT (NORTH CAROLINA) CORP. The principal office and mailing address of the corporation is 2401 PGA Boulevard, Suite 280, Palm Beach Gardens, Florida, 33410.

ARTICLE II -- DURATION

The corporation shall have perpetual existence.

ARTICLE III -- PURPOSE

The purpose of this corporation is and engaging in any activity or business permitted under the laws of the United States or of this State.

ARTICLE IV -- CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of capital stock with a par value of \$1.00 per share.

ARTICLE V -- INITIAL REGISTERED OFFICE AND AGENT

The street address in this state of the initial registered office of the corporation is 2401 PGA Boulevard, Suite 280, Palm Beach Gardens, Florida 33410, and the name of the initial registered agent at such address is David J. Wiener, Esq.

ARTICLE VI -- INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of three members. The number of directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial directors are:

John W.S. Preston
2401 PGA Boulevard
Suite 280
Palm Beach Gardens, FL 33410

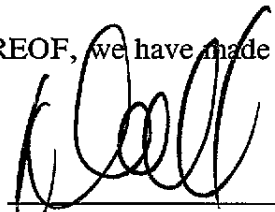
Larry Bernick
2401 PGA Boulevard
Suite 280
Palm Beach Gardens, FL 33410

Peter F. Cohen
30 St. Clair Avenue West
Suite 1400
Toronto, Ontario M4V 3A1 Canada

ARTICLE VII -- INCORPORATOR

The name and address of the person signing these Articles is: David J. Wiener, Esq.,
David J. Wiener, P.A., 2401 PGA Boulevard, Suite 280, Palm Beach Gardens, Florida, 33410.

IN WITNESS WHEREOF, we have made and subscribed these Articles this 22 day of
March, 2000.

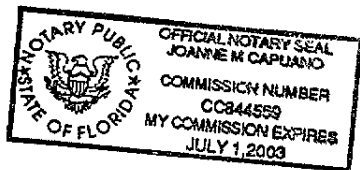


DAVID J. WIENER

STATE OF FLORIDA)
)SS.:
COUNTY OF PALM BEACH)

Before me personally appeared David J. Wiener, to me well known and known to me to
be the person described in and who executed the foregoing instrument, and acknowledged to and
before me that he executed said instrument for the purposes therein expressed and did take an oath.

WITNESS my hand and official seal this 22 day of March, 2000.

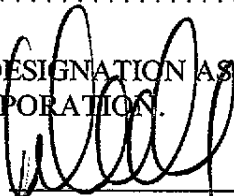




NOTARY PUBLIC
My Commission Expires:

(NOTARIAL SEAL)

I HEREBY ACCEPT THE DESIGNATION AS REGISTERED AGENT AS SET FORTH
IN THESE ARTICLES OF INCORPORATION.



DAVID J. WIENER

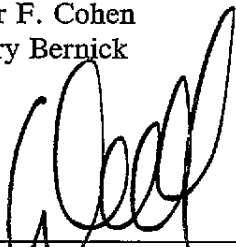
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TALLAHASSEE, FLORIDA

ASSIGNMENT BY THE SOLE INCORPORATOR
OF THE ARTICLES OF INCORPORATION OF
CENTREFUND DEVELOPMENT (NORTH CAROLINA) CORP.

David J. Wiener, as sole incorporator, for value received, hereby assigns any and all rights
it may have as such incorporator to the following:

John W.S. Preston
Peter F. Cohen
Larry Bernick

Dated: March 22, 2000



DAVID J. WIENER