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C. NORRIS TILTON
REAL PROPERTY LAW
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April 11, 2000

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-04/13/00--01064--001
*****70.00 *****70.00

Re: Can Am, Inc.

Dear Sir/Madam:

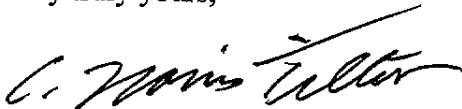
Enclosed is an original and one copy of Articles of Incorporation and Acceptance of Registered Agent for Can Am, Inc.

Also enclosed is our check in the amount of \$70.00 to cover the filing fee and fee for Designation of and Acceptance by a Registered Agent.

Please provide me with a non-certified copy of these Articles of Incorporation.

Thank you for your cooperation in this matter.

Very truly yours,



C. Norris Tilton

CNT:jw
Enclosures

FILED
00 APR 13 AM 7:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

af 4/19

ARTICLES OF INCORPORATION
OF
CAN AM, INC.

FILED
00 APR 13 AM 7:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator of these Articles of Incorporation, being a natural person competent to contract, hereby forms a Corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be: **CAN AM, INC.**

The initial principal place of business of this corporation shall be 1575 Tiffany Club Place, Port St. Lucie, Florida 34952.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is TWO THOUSAND FIVE HUNDRED (2,500) shares of Common Stock, each share having a par value of ONE DOLLAR (\$1.00).

ARTICLE IV - ADDRESS

The street address of the initial registered office of the corporation shall be 1575 Tiffany Club Place, Port St. Lucie, Florida 34952, and the name of the initial Registered Agent of the corporation at that address is: **MICHAEL SOKOL.**

ARTICLE V - TERM OF EXISTENCE

This corporation shall exist perpetually commencing on April 21, 2000.

ARTICLE VI - DIRECTORS

This corporation shall initially have one (1) Director. The maximum number of Directors of the corporation shall be four (4). The names and addresses of the initial Director, who shall hold office until his successor(s) are elected and qualified, is as follows:

MICHAEL SOKOL	1575 Tiffany Club Place Port St. Lucie, FL 34952
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ARTICLE VII - OFFICERS

The names and addresses of the initial officers of the corporation, who shall hold office for the first year of the corporation, or until their successors are elected or appointed, are:

NAME	ADDRESS
MICHAEL SOKOL, President and Treasurer	1575 Tiffany Club Place Port St. Lucie, Florida 34952
MITCHELL BARNES, Vice President and Secretary	206 St. George Street, Apt. #103 Toronto, Ontario, Canada M5R-2N5

ARTICLE VIII – INCORPORATOR


The name and street address of the Incorporator to these Articles of Incorporation is:

MICHAEL SOKOL	1575 Tiffany Club Place Port St. Lucie, Florida 34952
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ARTICLE IX – AMENDMENT

These Articles of Incorporation may be amended by a majority interest of the Shareholders of the corporation at a meeting duly called for such purpose.

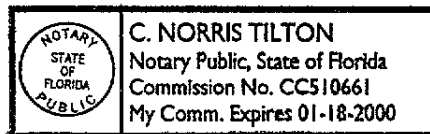
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of
Incorporation on this 11 day of April, 2000.

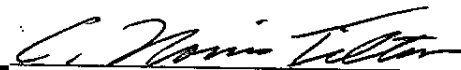

MICHAEL SOKOL
Incorporator

STATE OF FLORIDA
COUNTY OF MARTIN

BEFORE ME, personally appeared **MICHAEL SOKOL**, to me well known and known
to me to be the individual described in and who executed the foregoing Articles of Incorporation
and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above, this 11th
day of April, 2000.




Notary Public

My Commission Expires:

FILED

00 APR 13 AM 7:16

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE
DESIGNATING REGISTERED OFFICE
FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, AND NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091 and Chapter 607.034, Florida Statutes, the following is submitted in compliance with said Act:

CAN AM, INC., desiring to organize under the laws of the State of Florida, with its Registered Office at 1575 Tiffany Club Place, Port St. Lucie, Florida 34952, hereby appoints **MICHAEL SOKOL**, as its Registered Agent to accept service of process within this State.

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

DATED this 11 day of April, 2000.


MICHAEL SOKOL
Registered Agent