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ACCOUNT NO. : 072100000032

REFERENCE : 851130 3487A

AUTHORIZATION :

COST LIMIT : \$ 78.75

*Patricia Piquero*

00 OCT -3 PM 3:45

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

ORDER DATE : October 3, 2000

ORDER TIME : 12:24 PM

ORDER NO. : 851130-005

CUSTOMER NO: 3487A

400003413174--4

CUSTOMER: Ms. Talia R. Kohne  
Icard Merrill Cullis Timm  
Furen & Ginsburg, Pa  
Suite 600  
2033 Main Street  
Sarasota, FL 34237

DOMESTIC FILING

NAME: HAWKSTONE VENTURES CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom - EXT. 1104

EXAMINER'S INITIALS:

RECEIVED  
00 OCT -3 PM 3:25  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FL 32304

~~File~~ 1st  
on 10/4/00

**ARTICLES OF INCORPORATION**  
**OF**  
**HAWKSTONE VENTURES CORPORATION**

FILED  
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CORPORATIONS  
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The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of the corporation ("Corporation") is Hawkstone Ventures Corporation.

**ARTICLE II - TERM OF EXISTENCE**

The Corporation is to exist perpetually.

**ARTICLE III - PURPOSES**

The purposes of the Corporation are to engage in any lawful act, activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV - PRINCIPAL OFFICE**

The principal office and mailing address of this Corporation is 2033 Main Street, Suite 600, Sarasota, FL 34237.

**ARTICLE V - CAPITAL STOCK**

The shares of stock of the Corporation shall consist of only one class of stock. The number of shares of stock this Corporation is authorized to issue and have outstanding is one thousand (1,000) shares of Common Stock, having a par value of \$1.00 per share. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which Shareholders have the right to vote.

**ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS**

The initial street address of the Corporation's registered office is Icard, Merrill, Cullis, Timm, Furen & Ginsburg, P.A., 2033 Main Street, Suite 600, Sarasota, FL 34237. The initial registered agent for the Corporation at that address is Robert E. Messick, Esq.

## ARTICLE VII - DIRECTORS

The initial Board of Directors shall consist of one (1) Member(s). The name(s) and address(es) of the person(s) who will serve on the initial Board of Directors is/are:

| <u>Name</u>         | <u>Address</u>                                                       |
|---------------------|----------------------------------------------------------------------|
| Joanne J. Dickinson | 2275 Lakeshore Boulevard West, Suite 500<br>Toronto, Ontario M8V 3Y3 |

## ARTICLE VIII - INCORPORATOR

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is/are:

| <u>Name</u>             | <u>Address</u>                                    |
|-------------------------|---------------------------------------------------|
| Bruce P. Chapnick, Esq. | 2033 Main Street, Suite 600<br>Sarasota, FL 34237 |

## ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.


## ARTICLE X - AMENDMENT

The Articles of Incorporation may be amended in certain instances by the Board of Directors pursuant to applicable law and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders meeting by a majority of the stock entitled to vote thereon.

## ARTICLE XI - SHAREHOLDER ACTION

An affirmative vote of fifty-one percent (51%) of the shares of the capital stock of the Corporation shall be required for any Shareholder action.

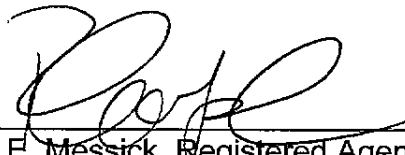
**IN WITNESS WHEREOF**, the undersigned incorporator has executed these Articles of Incorporation this 2<sup>nd</sup> day of October, 2000.

  
Bruce P. Chapnick, Incorporator

## ACCEPTANCE OF REGISTERED AGENT

FILED  
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CORPORATIONS  
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Having been named to accept service of process for Hawkstone Ventures Corporation at the place designated in the Articles of Incorporation, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.



Robert E. Messick, Registered Agent  
Date: October 2, 2000

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