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FLORIDA PROFIT CORPORATION OR P.A.

XTRAKARE CORPORATION OF AMERICA INC.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF**

XtraKare Corporation of America Inc.

THE UNDERSIGNED, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

WITNESSETH:

**ARTICLE I
NAME AND ADDRESS**

The name and address of the principal office and/or mailing address of the Corporation is as follows:

**XtraKare Corporation of America Inc.
100 King Street West, Suite 700
Toronto, Ontario M5X 1C7
Canada**

**ARTICLE II
DURATION**

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State of Florida.

**ARTICLE III
PURPOSES**

This Corporation is organized for the purpose of transacting any and all lawful business.

Prepared by:
Richard P. Greene, P.A.
Richard P. Greene, Esquire
2455 East Sunrise Boulevard, Suite 905
Fort Lauderdale, Florida 33304
(954) 564-6616
Florida Bar Number: 504378

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ARTICLE IV **CAPITAL STOCK**

This Corporation is authorized to issue an aggregate of 150,000,000 shares of which 100,000,000 shares, no par value shall be Common Shares and 50,000,000 shares, no par value shall be convertible Preferred Shares.

Common Shares

Subject to the requirements of the Florida General Corporation Act as now enacted or as may from time-to-time be amended, re-enacted or replaced (the "Act"), the rights, privileges, restrictions and conditions attaching to the Common Shares are as follows:

(a) The holders of any Common Shares shall be entitled to receive notice of and to attend any meeting of shareholders of the Corporation and shall be entitled to one vote for each Common Share held at all such meetings, except a meeting of holders of a particular class of shares other than the Common Shares who are entitled to vote separately as a class at such a meeting.

(b) Subject to the prior rights of the holders of any other class of shares for the payment of dividends (if any) and not otherwise, the holders of the Common Shares shall be entitled to receive dividends if, as and when declared by the board of directors of the Corporation from time to time out of assets of the Corporation properly applicable to the payment of dividends and the amount per share of each such dividend shall be determined by the board of directors of the Corporation at the time of declaration.

(c) In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding-up its affairs, the holders of the Common Shares shall be entitled to receive, subject to the prior rights on liquidation of the holders of the Special Shares (if any), the remaining assets of the Corporation upon such a distribution on a share for share basis, without preference or distinction among the holders of Common Shares.

Convertible Preferred Shares

The rights, privileges, restrictions and conditions attaching to the Convertible Preferred Shares are as follows:

1. Dividends

(a) The holders of the Convertible Preferred Shares shall be entitled to receive thereon a cumulative dividend at the rate of 8% per annum on the issue price of such shares, which shall be payable at the time of conversion or at the time of retraction or redemption in cash or additional Convertible Preferred Shares calculated on such issue price. The holders of the Convertible Preferred Shares shall not be entitled to any dividends other than or in excess of the

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dividends above described. The dividends accrued on the Convertible Preferred Shares until conversion, retraction or redemption are convertible into Common Shares of the Corporation upon the completion of a reverse take-over transaction between the Corporation and a public company (reporting issuer).

- (b) Except with the consent in writing of the holders of all of the Convertible Preferred Shares, no dividends shall, at any time, be declared and paid on or declared and set apart for payment on the Common Shares or any other shares ranking junior to the Convertible Preferred Shares for any financial year unless all accrued cumulative cash dividends on the then issued and outstanding Convertible Preferred Shares shall have been declared and paid or set apart for payment at the date of such declaration and payment or setting apart of dividends on the Common Shares or any other shares ranking junior to the Convertible Preferred Shares.

2. Voting

The holders of the Convertible Preferred Shares shall be entitled to vote at all meetings of shareholders of the Corporation except meetings at which only holders of specified classes of shares are entitled to vote, and the Convertible Preferred Shares shall entitle the holders thereof to one vote for each such share held.

3. Conversion

- (a) The Convertible Preferred Shares are convertible, in whole or in part, at the option of the holder at any time, if not previously redeemed or retracted, into one Common Share and one-half ($\frac{1}{2}$) Common Share Purchase Warrant. Each whole Common Share Purchase Warrant entitles its holder to purchase one Common Share at a price of \$1.25 per share for a period of one year from completion of a reverse take-over transaction between the Corporation and a public company (reporting issuer). A holder of the Convertible Preferred Shares to be converted shall tender to the Corporation at its principal business office a request in writing specifying that the holder desires to have the whole or any part of the Convertible Preferred Shares registered in his name converted into Common Shares and Common Share Purchase Warrants together with the share certificates representing the shares which the registered holder desires to have converted. If only a part of the Convertible Preferred Shares represented by the certificate is converted, a new certificate for the balance of such shares shall be issued by the Corporation.
- (b) Notwithstanding the foregoing, all Convertible Preferred Shares will automatically be converted on the terms set out in paragraph 3(a) above upon the completion of a reverse take-over transaction between the Corporation and a public company (reporting issuer).

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4. Redemption / Retraction

The Convertible Preferred Shares are redeemable by the Corporation after one year from the issue date of the Convertible Preferred Shares, if not earlier converted, at the price paid for said Convertible Preferred Shares by the holder thereof. In any case of redemption of Convertible Preferred Shares, the Corporation shall, at least 20 days before the date specified for redemption, mail to each person who, at the date of mailing, is a registered holder of Convertible Preferred Shares to be redeemed, a notice in writing of the intention of the Corporation to redeem such Convertible Preferred Shares. Such notice shall be mailed in a prepaid letter addressed to each such shareholder at his or her address as it appears on the books of the Corporation or, in the event of the address of any such shareholder not so appearing, then to the last known address of such shareholder; provided, however, that accidental failure to give notice to one or more of such shareholders shall not affect the validity of such redemption. Such notice shall set out the redemption price, the date on which redemption is to be placed, and if part only of the shares held by the person to whom such notice is addressed is to be redeemed, the number thereof so to be redeemed. On or after the date so specified for redemption, the Corporation shall pay or cause to be paid to or to the order of the registered holders of the Convertible Preferred Shares to be redeemed the redemption price on presentation or surrender at the head office of the Corporation or any other place designated in such notice of redemption. Such Convertible Preferred Shares shall thereupon be redeemed; if a part only of the Convertible Preferred Shares represented by any certificate be redeemed, a new certificate for the balance shall be issued at the expense of the Corporation; from and after the date specified in any such notice, the Convertible Preferred Shares called for redemption shall cease to be entitled to dividends and the holders thereof shall not be entitled to exercise any of the rights of shareholders in respect thereof unless payment of the redemption price shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case, the rights of the shareholders shall remain unaffected. The Corporation shall have the right at any time after mailing of notice of its intention to redeem any Convertible Preferred Shares as aforesaid to deposit the amount required to redeem the Convertible Preferred Shares so called for redemption or of such of the said shares as are represented by certificates which have not at the date of such deposit been surrendered by the holders thereof in connection with such redemption to a special account in any Bank or any Trust Company named in such notice to be paid without interest to or to the order of the respective holders of such Convertible Preferred Shares called for redemption upon presentation or surrender to such Bank or Trust Company of the certificate representing the same and upon such deposit being made or upon the dates specified for redemption of such notice, whichever is later, the Convertible Preferred Shares in respect whereof such deposit shall have been made shall be redeemed and the rights of the holders thereof after such deposit, or such redemption date as the case may be, shall be limited to receiving without interest their proportionate part of the total redemption price so deposited against presentation and surrender of the said certificates held by them respectively.

The Convertible Preferred Shares or any parts thereof are retractable by the holder after one year from the issue date of the Convertible Preferred Shares if not earlier converted, upon notice to the Corporation by the holder or holders thereof and upon payment to the holder or holders, for each Convertible Preferred Share to be retracted, of the value of the consideration received for issuance of the shares at the date of issuance of the said shares.

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5. Liquidation. Dissolution or Winding-Up

In the event of liquidation, dissolution or winding-up of the Corporation or any other distribution of assets of the Corporation among shareholders for purposes of winding-up its affairs, the holders of the Convertible Preferred Shares shall be entitled to receive for their Convertible Preferred Shares out of the assets and property of the Corporation, before any amount is paid or any property or assets of the Corporation distributed to the holders of any other classes of shares, the fair market value of the consideration received at the time of the issuance per share. After payment to holders of the Convertible Preferred Shares of the amount so payable as above provided, the holders of Convertible Preferred Shares shall not be entitled to share in any further distribution of the property or assets of the Company.

ARTICLE V
QUORUM FOR STOCKHOLDERS MEETINGS

Unless otherwise provided for in the Corporation's Bylaws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

ARTICLE VI
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this Corporation is 2455 East Sunrise Boulevard, Suite 905, Fort Lauderdale, Florida 33304 and the name of the initial registered agent of this Corporation at such address is Richard P. Greene, P.A.

ARTICLES VII
INITIAL BOARD OF DIRECTORS

This Corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time in the manner provided in the Bylaws, but shall never be less than one. The names and addresses of the initial Directors of the Corporation are as follows:

Sal Gualtieri
100 King Street West, Suite 700
Toronto, Ontario M5X 1C7 Canada

Michael Krywanky
100 King Street West, Suite 700
Toronto, Ontario M5X 1C7 Canada

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ARTICLE VIII
INCORPORATORS

The name and address of the Corporation's incorporator is:

Richard P. Greene
2455 East Sunrise Boulevard, Suite 905
Fort Lauderdale, Florida 33304

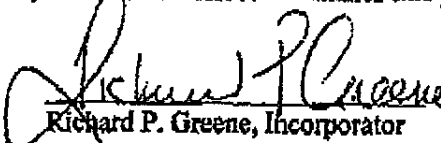
ARTICLE IX
INDEMNIFICATION

The Corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

ARTICLE X
LIMITATION ON SHAREHOLDER SUITS

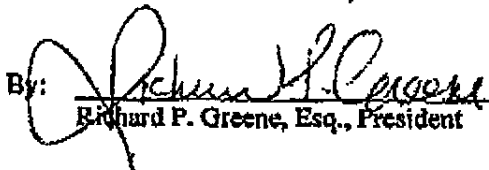
Shareholders shall not have a cause of action against the Company's officers, directors or agents as a result of any action taken, or as a result of their failure to take any action, unless deprivation of such right is deemed a nullity because, in the specific case, deprivation of a right of action would be impermissibly in conflict with the public policy of the State of Florida. The fact that this Article shall be inapplicable in certain circumstances shall not render it inapplicable in any other circumstances and the Courts of the State of Florida are hereby granted the specific authority to restructure this Article, on a case by case basis or generally, as required to most fully give legal effect to its intent.

IN WITNESS WHEREOF, we have subscribed our names this 2 day of May, 2001.


Richard P. Greene, Incorporator
2455 E. Sunrise Boulevard, Suite 905
Ft. Lauderdale, FL 33304

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.

RICHARD P. GREENE, P.A.

By: 
Richard P. Greene, Esq., President

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