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ACCOUNT NO. : 072100000032

REFERENCE : 151148 7267211

AUTHORIZATION :

*Patricia Pizito*

COST LIMIT : \$ 70.00

ORDER DATE : May 15, 2001

ORDER TIME : 1:26 PM

ORDER NO. : 151148-005

CUSTOMER NO: 7267211

CUSTOMER: Andrew Cumming, Esq  
Cass, Cumming LLP  
Suite #2100, Box254  
25 King Street West  
Commerce Court North  
Toronto, ON M5L 1E9

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2001 MAY 18 PM 3:21

TO ACKNOWLEDGE  
SUFFICIENCY OF FILING

DOMESTIC FILING

NAME: CLUB TRENZ CONSULTING INC.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder - EXT. 1118

EXAMINER'S INITIALS:

*js/2/01*

SECRETARY OF STATE  
TALLAHASSEE FLORIDA  
2001 MAY 18 PM 3:44

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ARTICLES OF INCORPORATION  
OF  
CLUB TRENZ CONSULTING INC.

2001 MAY 18 PM 3:44  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

CLUB TRENZ CONSULTING INC.

The address of the principal office of this corporation shall be 2263 Queen Street East, Unit #104, Toronto, Ontario, M4E 1G3 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in 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 100 shares of common stock having \$.01 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The names and addresses of the initial members of the Board of Directors are:

Lenore Cruz 2263 Queen Street East, Unit #104  
Dir. Toronto, Ontario M4E 1G3

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ARTICLE VII: INCORPORATOR

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on May 16, 2001

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper  
It's Agent, Deborah D. Skipper

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper  
It's Agent, Deborah D. Skipper