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DOMESTICATION

MERBANCO INC.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	$120.00

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CERTIFICATE OF DOMESTICATION

The undersigned, Richard P. Greene, Attorney-in-fact,
(Name) (Title)

of Merbanco, Inc. a foreign Corporation,
(Corporation Name)
in accordance with F.S., 607.1801 does hereby certify:

1. The date on which corporation was first formed was November 19, 1992.
2. The jurisdiction where the above named corporations was first formed, incorporated, or otherwise came into being was Toronto, Canada.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Merbanco Inc.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is Merbanco Inc.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was Toronto, Canada
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am Attorney-in-fact of Merbanco, Inc.

and am authorized to sign this certificate of Domestication on behalf of the corporation and have done so this the ____ day of May, 2001, ____.

(Authorized Signature)
Richard P. Greene, Attorney-in-Fact

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Filing Fee:

Certificate of Domestication	**$50.00**
Articles of Incorporation and Certified Copy	**$78.75**
Total to domesticate and file	**$128.75**

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ARTICLES OF INCORPORATION
OF
MERBANCO 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:

Merbanco Inc.
44 Victoria Street, Suite 1701
Toronto, Ontario M5C 1Y2
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 100,000,000 shares of common stock, no par value. 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.

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
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.

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ARTICLE VII
INITIAL BOARD OF DIRECTORS

This Corporation shall have four 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:

Dorothy Falconer
44 Victoria Street, Suite 1701
Toronto, Ontario M5C 1Y2 Canada

Allan Bezanson
44 Victoria Street, Suite 1701
Toronto, Ontario M5C 1Y2 Canada

F. Bryson Farrill
44 Victoria Street, Suite 1701
Toronto, Ontario M5C 1Y2 Canada

Dean Bouridis
44 Victoria Street, Suite 1701
Toronto, Ontario M5C 1Y2 Canada

ARTICLE VIII
INCORPORATORS

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

Richard P. Greene, P.A.
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.

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IN WITNESS WHEREOF, we have subscribed our names this 31 day of May, 2001.

Richard P. Greene
2455 East 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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