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Lynn E. Burnsed, PA
ATTORNEY AT LAW

January 9, 2002

FILED
JAN 10 AM 10:28
SECRETARY OF STATE
TALLAHASSEE FLORIDA

VIA OVERNIGHT DELIVERY

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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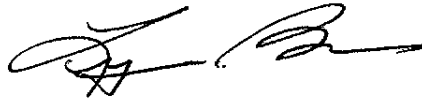
Re: Formation of PCY International, Inc.

To Whom It May Concern:

Enclosed for filing with the Secretary of State of Florida are the original and one copy of the Articles of Incorporation for PCY International, Inc. and a check for \$78.75 for filing fees and certificate of status.

Thank you for your assistance in this matter. If you have any questions, please do not hesitate to contact me at 352-315-9315.

Sincerely,



Lynn E. Burnsed

LEB

Enclosures



Lynn E. Burnsed, MHA, JD
Phone 352/315-9315 — Fax 352/787-7253
5549 Banana Point Drive / Post Office Box 239 / Okahumpka, FL 34762 / Email: lburnsed@mpinet.net

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Articles of Incorporation
of
PCY INTERNATIONAL, INC.

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TALLAHASSEE FLORIDA

ARTICLE I

Name and Duration

The name of the Corporation is PCY International, Inc. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office of the Corporation is 5315 General Road, Mississauga, Ontario L4W-2K4, Canada.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is 5549 Banana Point Drive, in the City of Okahumpka, County of Lake. The name of the registered agent at such address is Lynn E. Burnsed.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V

Capital Stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is 1,000 shares of Common Stock ("Common Stock"), with no par value.

ARTICLE VI

Incorporator

The name and mailing address of the incorporator of this Corporation is Lynn E. Burnsed, 5549 Banana Point Drive, Okahumpka, Florida 34762.

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time as provided by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The name and mailing address of the persons who shall serve as directors of the Corporation until the first annual meeting of the shareholders is as follows:

<u>Name</u>	<u>Address</u>
Jefferson Joseph Cottrell	84 Mansfield Street, Brampton, Ontario L6S-2Y6, Canada.
Robert Craig Cottrell	R.R. #1, Inglewood, Ontario, L0N-1K0, Canada
Cindi Quinn	14 Hubbert Crescent, Barrie, Ontario L4N-9M5, Canada

ARTICLE VIII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X

Indemnification


The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true.


DATED at Okahumpka, Lake County, Florida, this 8th day of January, 2002.

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Lynn E. Burnsed


Registered Agent

Lynn E. Burnsed


Incorporator

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