### 417 E. \ (850) 2000005908850--() -06/21/02--01066--004 \*\*\*\*\*\*78.75 \*\*\*\*\*\*78.75 Art of Inc. File\_\_\_\_\_ LTD Partnership File\_\_\_\_\_ Foreign Corp. File\_\_\_\_\_ L.C. File\_\_\_\_ Fictitious Name File\_\_\_\_\_ Trade/Service Mark\_\_\_\_\_ Merger File\_ Art. of Amend. File\_\_\_\_ RA Resignation\_ Dissolution / Withdrawal Annual Report / Reinstatemen Cert. Copy\_ Photo Copy\_ Certificate of Good Standing Certificate of Status\_ Certificate of Fictitious Name\_\_ Corp Record Search\_\_\_ Officer Search\_ Fictitious Search\_\_\_ Fictitious Owner Search\_\_\_\_\_ Signature Vehicle Search\_ Driving Record\_ UCC 1 or 3 File\_\_\_ Requested by UCC 11 Search\_\_\_\_ Time Name UCC 11 Retrieval\_\_\_\_\_

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# ARTICLES OF INCORPORATION OF CONSUMERS-WATERHOUSE, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned hereby acts as an incorporation adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

#### ARTICLE I

The name of this corporation is: Incorporation/Consumers-Waterhouse, Inc..

#### ARTICLE II

The street address of the principal place of business of the corporation is: 4060 Edgewater Drive, Orlando, FL 32804.

The mailing address of the corporation is: c/o Philip H. Meretsky, 121 King Street West, Suite 2150, Standard Life Centre, Toronto, Ontario, Canada M5H3T9.

#### ARTICLE III

The maximum number of shares this corporation is authorized to issue is five hundred (500), par value \$.01 per share, all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders of common shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

#### ARTICLE IV

The initial street address of the corporation's registered office is: 4060 Edgewater Drive, Orlando, Florida, 32804. The initial registered agent for the corporation at that address is: Mark Kuehler, c/o Blake, Kuehler, Babione & Pool, Certified Public Accountants.

#### ARTICLE V

The name and street address of the incorporator of these articles of incorporation is:

| Warren | E. | Williams |
|--------|----|----------|

Address

|  | <br> |  |
|--|------|--|
|  | <br> |  |
|  |      |  |

The undersigned has executed these articles of incorporation

Warren E. Williams
Incorporator

Name

June 19, 2002

Date

312 Wing Lane, Winter Park, FL 32789

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Mark Kuehler, c/o Blake, Kuehler, Babione & Pool

June 19, 2002 Date

Registered Agent

## CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

UNDER THE PROVISIONS OF F.S. 607.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

- 1. The name of the corporation is: Incorporation/Consumers-Waterhouse, Inc.
- The name and address of the registered agent and office is:

Mark Kuehler, c/o Blake, Kuehler, Babione & Pool, Certified Public Accountants 4060 Edgewater Drive Orlando, Florida 32804

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 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.

Mark Kuehler,

