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ERIC L. ROSENBERG, ESQ.  
3131 CLINT MOORE ROAD, SUITE 208  
BOCA RATON, FLORIDA 33496  
TEL: (561) 982-2971 \* FAX: (561) 982-2968

ADMITTED IN FLORIDA, NEW YORK AND NEW JERSEY

July 2, 2002

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

800006224588-3  
-07/05/02--01054--014  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Incorporation of Canada One, Inc.

Dear Sir or Madam:

Enclosed is one original and one copy of the Articles of Incorporation for Canada One, Inc. Please file the Articles of Incorporation as soon as possible. The Effective Date for the Articles of Incorporation is July 5, 2002 (see Article X).

I enclose a check in the amount of \$78.75 to cover: (1) filing fees and (2) a certified copy. The certified copy and all correspondence with respect to this matter should be sent to:

Eric L. Rosenberg, Esq.  
3131 Clint Moore Road, Suite 208  
Boca Raton, Florida 33496

Thank you for your assistance in this matter.

Very truly yours,

*Eric Rosenberg*  
Eric L. Rosenberg

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Enclosures

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ARTICLES OF INCORPORATION  
OF  
CANADA ONE, INC.

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLE I: NAME

The name of the Corporation is Canada One, Inc.

ARTICLE II: ADDRESS

The initial street address of the principal office and the mailing address of the Corporation shall be:

639 East Ocean Avenue, Suite 103  
Boynton Beach, Florida 33435

ARTICLE III: DURATION

The Corporation shall have perpetual duration.

ARTICLE IV: NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE V: POWERS

The Corporation and its officers, directors and shareholders shall have all the rights, liabilities and duties as set forth under the Florida Business Corporation Act, Chapter 607, Florida Statutes.

ARTICLE VI: CAPITAL STOCK

The maximum number of shares which the Corporation is authorized to have outstanding at any time is one thousand (1,000) shares of common stock having a par value of \$1.00 per share.

ARTICLE VII: INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one (1) member. The number of directors may be increased or decreased from time to time as provided in the Bylaws but in no event shall the number of directors be less than one. The name and address of the director constituting the initial Board of Directors is:

<u>Name</u>	<u>Address</u>
Barry Zackon	9188 Long Lake Palm Drive Boca Raton, Florida 33496

who will serve as director of the Corporation from the date hereof until such time as his successor is duly elected and qualified, or until her earlier resignation or removal.

ARTICLE VIII: INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation shall be 639 East Ocean Avenue, Suite 103, Boynton Beach, Florida 33435, and the initial registered agent of the Corporation at such office shall be Barry Zackon, who upon accepting this designation agrees to comply with the provisions of Sections 48.091 and 607.0501 of the Florida Statutes, with respect to maintaining a registered agent and a registered office for service of process.

ARTICLE IX: INCORPORATOR

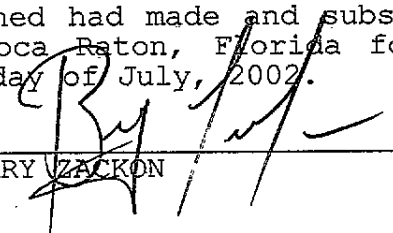
The name and address of the person signing these Articles of Incorporation as the incorporator is:

<u>Name</u>	<u>Address</u>
Barry Zackon	9188 Long Lake Palm Drive Boca Raton, Florida 33496

ARTICLE X: EFFECTIVE DATE

The Effective Date of these Articles of Incorporation of the Corporation shall be July 5, 2002.

IN WITNESS WHEREOF, the undersigned had made and subscribed these Articles of Incorporation at Boca Raton, Florida for the uses and purposes aforesaid, this 2nd day of July, 2002.

  
\_\_\_\_\_  
BARRY ZACKON

ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been appointed as registered agent to accept service of process for Canada One, Inc., hereby agrees to act in that capacity and further states that he is familiar with and accepts the obligation, and agrees to comply with the provisions of Section 48.091 and 607.0501 of the Florida Statutes.

  
\_\_\_\_\_  
BARRY SACKON

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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