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FLORIDA PROFIT CORPORATION OR P.A.

Ashton Oaks Financing GP, Inc.

Certificate of Status	0
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*[Handwritten signature]*  
11/2/05

ARTICLES OF INCORPORATION  
OF  
ASHTON OAKS FINANCING GP, INC.

The undersigned, acting as the sole incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be **ASHTON OAKS FINANCING GP, INC.**

ARTICLE II - PRINCIPAL OFFICE

The principal office and mailing address for the corporation is at: Greenspoon Marder, P.A., 201 E. Pine Street, Suite 500, Orlando, Florida 32801.

ARTICLE III - TERM OF EXISTENCE

The corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually.

ARTICLE IV - PURPOSES

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V - CAPITAL STOCK

The corporation is authorized to issue and have outstanding One Thousand (1000) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE VI - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation in the state of Florida is Greenspoon Marder, P.A.; 201 E. Pine Street, Suite 500, Orlando, Florida 32801. The name of the initial registered agent of the corporation at such address is N. Dwayne Gray, Jr.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may either increase or decrease from time to time as provided in the Bylaws of the corporation, but shall never be less than one (1). The names and address of the initial directors of the Corporation are as follows:

Fabrizio Lucchese  
105 West Beaver Creek  
Suites 9 & 10  
Richmond Hill, Ontario L4B 1C6

William P. Myers  
105 West Beaver Creek  
Suites 9 & 10  
Richmond Hill, Ontario L4B 1C6

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ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator of the corporation is:

<u>Name</u>	<u>Address</u>
N. Dwayne Gray, Jr.	201 E. Pine Street Suite 500 Orlando, Florida 32801

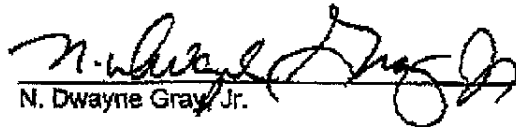
ARTICLE IX - AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in any manner permitted by law.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by the Florida Business Corporation Act, from time to time.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 1st day of November, 2005.


  
 N. Dwayne Gray, Jr.

("Incorporator")

STATE OF FLORIDA            }  
   } S.S.  
 COUNTY OF ORANGE        }

The foregoing instrument was acknowledged before me, an officer duly authorized in the State and County aforesaid, to take acknowledgments, this 1<sup>st</sup> day of November, 2005 by N. Dwayne Gray, Jr., who is personally known to me.

**SANDRA RIVERA**  
 Notary Public, State of Florida  
 My comm. exp. Sept. 25, 2006  
 Comm. No. 00 475305

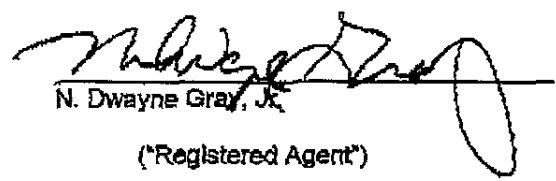
  
 \_\_\_\_\_  
 NOTARY PUBLIC  
 My Commission expires: \_\_\_\_\_

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ACCEPTANCE BY REGISTERED AGENT

The undersigned, N. Dwayne Gray, Jr., as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that he is familiar with, and accepts, the obligations imposed pursuant to the Florida Business Corporation Act.

  
N. Dwayne Gray, Jr.  
(\*Registered Agent\*)

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