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FLORIDA PROFIT/NON PROFIT CORPORATION

GREENWICH FLORIDA, INC.

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ARTICLES OF INCORPORATION
OF
GREENWICH FLORIDA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, as incorporator (the "Incorporator") for purposes of forming a corporation under the Florida Business Corporation Act (the "FBCA"), hereby adopts the following articles of incorporation the ("Articles of Incorporation"):

ARTICLE I
NAME

The name of the corporation is Greenwich Florida, Inc. (the "Corporation").

ARTICLE II
INITIAL ADDRESS

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

4 Robert Speck Parkway, Suite 1500
Mississauga, Ontario L4Z 1S1

ARTICLE III
CAPITALIZATION

The Corporation is authorized to issue Fifty Thousand (50,000) shares of common stock, par value \$.0001 per share (the "Common Stock"). Each share of Common Stock shall entitle the holder thereof to one vote. No holder of any of share of the Common Stock shall be entitle to any right of cumulative voting.

ARTICLE IV
REGISTERED AGENT

The registered agent and street address of the initial registered office of the Corporation is:

E.H.G. Resident Agents, Inc.
5100 Town Center Circle, Suite 430
Boca Raton, Florida 33486

ARTICLE V
INCORPORATOR

The name and address of the Incorporator of the Corporation is:

Edward H. Gilbert, Esq.
5100 Town Center Circle, Suite 430
Boca Raton, Florida 33486

- (a.) Edward H. Gilbert, Esq.
- (b.) 5100 Town Center Circle, Suite 430
Boca Raton, Florida 33486
- (c.) (561) 361-9300
- (d.) ((H06000284502 3))
- (e.) Florida Bar No. 180595

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**ARTICLE VI
CORPORATE AUTHORITY**

The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under the FBCA.

**ARTICLE VII
DIRECTORS**

The Corporation shall have one director, provided that the number of directors may be increased or diminished from time to time as provided in the bylaws of the Corporation (the "Bylaws") so long as there shall never be less than one director.

**ARTICLE VIII
BYLAWS**

The initial Bylaws of the corporation shall be adopted by the Board of Directors.

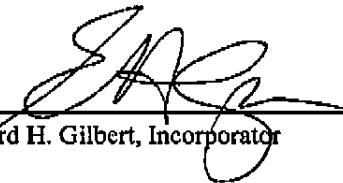
**ARTICLE IX
CORPORATE EXISTENCE**

The corporate existence of the Corporation shall commence on the filing of these Articles of Incorporation by the Department of State of the State of Florida.

**ARTICLE X
AFFILIATED TRANSACTIONS**

The Corporation expressly elects not to be governed by Section 607.0901 of the FBCA, as amended from time to time, relating to affiliated transactions.

IN WITNESS WHEREOF, the Incorporator has executed these Articles of Incorporation this 29th day of November, 2006.



Edward H. Gilbert, Incorporator

- (a.) Edward H. Gilbert, Esq.
- (b.) 5100 Town Center Circle, Suite 430
Boca Raton, Florida 33486
- (c.) (561) 361-9300
- (d.) ((H06000284502 3))
- (e.) Florida Bar No. 180595

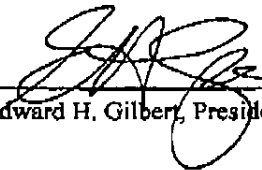
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**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT
(the "Acceptance of Appointment")**

The undersigned (the "Registered Agent") hereby accepts the appointment as registered agent of Greenwich Florida, Inc. contained in the foregoing Articles of Incorporation and states that the Registered Agent is familiar with and accepts the obligations set forth in Section 607.0508 of the Florida Business Corporation Act.

This Acceptance of Appointment is executed this 29th day of November, 2006.

E.H.G. RESIDENT AGENTS, INC.

By: 
Edward H. Gilbert, President

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- (a.) Edward H. Gilbert, Esq.
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