

GREENBERG  
TRAUBIG

Myrna Vail Hecker, CLAS  
407-650-7971

January 31, 1995  
**995000009928**  
**FEDERAL EXPRESS**

FILED  
1995 FEB - 1 AM 8:01  
TALLAHASSEE, FLORIDA

New Filing Section  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

900001355999  
02/01/95--01116--008  
\*\*\*122.50 \*\*\*122.50

Re: **THE 27TH PARALLEL CORP.**

Dear Sir/Madam:

I am enclosing for filing the Articles of Incorporation of The 27th Parallel Corp., together with our \$122.50 firm check (No. 3624) in payment for the filing fees, registered agent designation and certified copy.

Please acknowledge receipt of these Articles of Incorporation by date-stamping the enclosed photocopy and returning it to me in the enclosed, postage-paid envelope.

Please contact me if you have any questions.

Very truly yours,

*Myrna Vail Hecker*

Myrna Vail Hecker,  
Certified Legal Assistant Specialist  
for Laurie L. Gildan

cc: Laurie L. Gildan  
Keith A. James

*3003  
2/10/95  
995-9928*

**ARTICLES OF INCORPORATION  
OF  
THE 27TH PARALLEL CORP.**

**FILED**  
1995 FEB -1 AM 8:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a Florida corporation under the Florida General Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**

**NAME**

The name of the Corporation is **THE 27TH PARALLEL CORP.**

**ARTICLE II**

**DURATION**

The Corporation shall have perpetual existence.

**ARTICLE III**

**PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal place of business and mailing address of the Corporation is 150 Heath Street West, Toronto, Ontario, Canada M4V 2Y4.

#### **ARTICLE IV**

##### **PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

#### **ARTICLE V**

##### **CAPITAL STOCK**

The Corporation is authorized to issue 10,000 shares of \$0.01 par value common stock.

#### **ARTICLE VI**

##### **INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the Corporation is 777 S. Flagler Drive, Suite 310-East, West Palm Beach, FL 33401. The name of the initial registered agent of the Corporation at that address is Laurie L. Gildan.

#### **ARTICLE VII**

##### **INITIAL DIRECTORS**

The Corporation shall initially have two (2) directors to hold office until the first annual meeting of shareholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the

bylaws of the Corporation. The name and address of the initial directors of the Corporation is as follows:

Morry Guttman

150 Heath Street West  
Toronto, Ontario, Canada M4V 2Y4

James H. Slater

150 Heath Street West  
Toronto, Ontario, Canada M4V 2Y4

#### ARTICLE VIII

#### BYLAWS

The power to adopt, alter, amend or repeal bylaws of the Corporation shall be vested in the shareholders of the Corporation.

#### ARTICLE IX

#### INCORPORATOR

The name and address of the incorporator is as follows:

Name

Address

Laurie L. Gildan

777 S. Flagler Drive  
Suite 310-East  
West Palm Beach, FL 33401

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 31st day of January, 1995.

  
INCORPORATOR

STATE OF FLORIDA

)

COUNTY OF PALM BEACH

)

SS:

)

The foregoing instrument was acknowledged before me this 2<sup>nd</sup> day of January, 1995 by Laurie L. Gildan.

[NOTARIAL SEAL]



CARMEN M. ZOPF  
MY COMMISSION EXPIRES  
March 10, 1995  
BONDED THRU NOTARY PUBLIC UNDERWRITERS

Notary: Carmen M. Zopf

Print Name: \_\_\_\_\_

Notary Public, State of Florida


My commission expires: \_\_\_\_\_

Personally Known OR  Produced Identification  
Type of Identification Produced \_\_\_\_\_

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

I hereby accept the appointment as the initial registered agent of THE 27TH PARALLEL CORP., as made in the foregoing Articles of Incorporation.

DATED: January 31, 1995

By:   
LAURIE A GILMAN  
L.

FILED  
1995 FEB - 1 AM 8:07  
STATE  
TALLAHASSEE, FLORIDA