

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32310
904-222-9171
904-222-0191 FAX

csc networks

000-342-8086

P95000010412

Mail To:
P.O. Box 5020
Tallahassee, FL 32314

ACCOUNT NO. : 0721000000032

REFERENCE : 539250 11366A

AUTHORIZATION :

COST LIMIT : 9 PREPAID

ORDER DATE : February 7, 1995

ORDER TIME : 11:49 AM

ORDER NO. : 539250

CUSTOMER NO: 11366A

CUSTOMER: F. Andrews Taintor, Esq
SAUNDERS CURTIS GINESTRA &
GORE
Third Floor
1750 East Sunrise Boulevard
Fort Lauderdale, FL 33304-3097

DOMESTIC FILING

P95000010412

NAME: DIC REAL ESTATE CREDIT, INC.

XXXX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXXXX CERTIFIED COPY
PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

95 FEB -7 AM 8:56
FILED
TALLAHASSEE, FL 32310
SECRETARY OF STATE

2-8-95
02/A

ARTICLES OF INCORPORATION
OF
DIC REAL ESTATE CREDIT, INC.

FILED
95 FEB -7 AM 8:55
SECRET
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

DIC REAL ESTATE CREDIT, INC.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other states, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The principal office is 380 Des Prairies, Laval, Quebec, Canada H7N 2V7. The name and street address of the initial registered agent of the corporation is F. Andrews Taintor, Esquire, c/o Saunders, Curtis, Ginestra & Gore, P.A., 1750 East Sunrise Boulevard, Third Floor, Fort Lauderdale, Florida 33304.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

This corporation shall have no Directors, initially. The affairs of the Corporation will be managed by the shareholders until such time Directors are designated as provided by the Bylaws.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

F. Andrews Taintor, Esquire
c/o Saunders, Curtis, Ginostra & Gora, P.A.
1750 East Sunrise Boulevard, Third Floor
Fort Lauderdale, Florida 33304

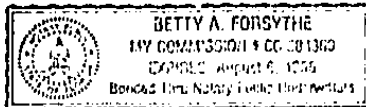
IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal on this 12 day of February, 1995.


F. Andrews Taintor

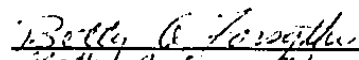
STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing Articles of Incorporation for DIC Real Estate Credit, Inc. was acknowledged before me on this 12 day of February, 1995, by F. Andrews Taintor who is personally known to me or who has produced _____ as identification and did (did not) take an oath.



(Seal)


Betty A. Forsythe
Notary Public, State of Florida
Commission No. _____
Commission Expires: 8/6/95

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHO PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

DIC Real Estate Credit, Inc. desiring to organize or qualify
under the laws of the State of Florida, with its principal place of
business at the City of Orlando, State of Florida, has named
F. Andrews Taintor, whose address is c/o Saunders, Curtis, Ginestra
& Gore, P.A., 1750 East Sunrise Boulevard, Third Floor, Fort
Lauderdale, Florida 33304., as its agent to accept service of
process within Florida.

DIC REAL ESTATE CREDIT, INC.

By: *F. Andrews Taintor*
F. Andrews Taintor, Incorporator

Date: February 14, 1995

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

F. Andrews Taintor
Registered/Resident Agent
F. Andrews Taintor

FILED
95 FEB -7 AM 8 55
SECTION
TALLAHASSEE, FLORIDA