

995000011237  
Law Office of  
LETITIA E. WOOD, P. A.  
200 E. Robinson Street • Suite 500  
Orlando, Florida 32801  
Telephone: (407) 425-4242 • Facsimile: (407) 425-7005  
FILED

95 FEB -7 PM 3:05

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

February 6, 1995

**VIA FEDERAL EXPRESS**

Division of Corporations  
State of Florida  
409 East Gaines Street  
Tallahassee, FL 32399

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-02/08/95--01027--011  
\*\*\*\*122.50 \*\*\*\*122.50

Re: *Articles of Incorporation of Fairways Holdings, Inc.*

To Whom It May Concern:

I enclose the following:

1. Original Articles of Incorporation of Fairways Holdings, Inc., together with acceptance by Registered Agent.
2. Check No. 361 from Letitia E. Wood, P.A., made payable to the Division of Corporations in the amount of \$122.50, representing the cost of filing the Articles and provision of a certified copy of same.

Please file the enclosed Articles with the Secretary of State and return to me a certified copy in the enclosed self-addressed envelope.

Please do not hesitate to call if you have any questions.

Very truly yours,

*Letitia E. Wood*  
Letitia E. Wood, P.A.

LEW:mad  
Enclosures

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MAH  
2-9-95

**ARTICLES OF INCORPORATION  
OF  
FAIRWAYS HOLDINGS, INC.**

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**ARTICLE I - NAME**

The name of this Corporation is **FAIRWAYS HOLDINGS, INC.** and its mailing address is 30 St. Clair Avenue West, Suite 1100, Toronto, Ontario, Canada M4V 3A1.

**ARTICLE II - DURATION**

This Corporation shall have perpetual existence.

**ARTICLE III - PURPOSE**

This Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

This Corporation is authorized to issue 1000 shares of *One Dollar (\$1.00)* par value common stock, which shall be designated "Common Shares."

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The name of the initial registered agent of this Corporation is Letitia E. Wood, P.A., and its registered address is 200 East Robinson Street, Suite 500, Orlando, Florida 32801.

#### **ARTICLE VI - INITIAL BOARD OF DIRECTORS**

This Corporation shall have two (2) Directors initially. The number of Directors may be increased or decreased from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Ronald A. Medoff	c/o 30 St. Clair Avenue West, Suite 1100 Toronto, Ontario, Canada M4V 3A1
Cheryl Medoff	c/o 30 St. Clair Avenue West, Suite 1100 Toronto, Ontario, Canada M4V 3A1

#### **ARTICLE VII - BYLAWS**

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

#### **ARTICLE VIII - INDEMNIFICATION**

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the fullest extent permitted by law.

#### **ARTICLE IX - PREEMPTIVE RIGHTS**

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which the Shareholder already holds, shall have the

right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

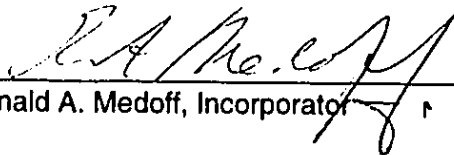
**ARTICLE X - INCORPORATOR**

The name of the person signing these Articles is Ronald A. Medoff, c/o Villabar Properties Inc., 30 St. Clair Avenue West, Suite 1100, Toronto, Ontario, Canada M4V 3A1.

**ARTICLE XI - AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

***IN WITNESS WHEREOF***, the undersigned has executed these Articles of Incorporation this 3rd day of February, 1995.

  
\_\_\_\_\_  
Ronald A. Medoff, Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED CORPORATION HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 6th DAY OF February, 1995.

LETITIA E. WOOD, P.A., a Florida  
corporation, Registered Agent

By: \_\_\_\_\_

Letitia E. Wood, President

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