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May 19, 1995

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Florida Secretary of State  
Division of Corporations  
Department of State  
409 E. Gaines St.  
Post Office Box 6327  
Tallahassee, Florida 32301

ATTN: Mrs. Jo Mynard, Supervisor, Charter Section

Re: Euclid Dale Mabry Corp.

Dear Ms. Mynard:

Enclosed are the original and one (1) copy of the executed Articles of Incorporation for the above-referenced corporation. Please endorse your approval of the Articles on the duplicate copy provided and return same.

Your attention is directed to Article Two of the Articles of Incorporation which could state a specific commencement date for this corporation. Please make sure your records indicate the correct effective date if one is indicated.

Our firm check in the amount of \$122.50 is enclosed to cover the Registered Agent fee (\$35.00), the filing fee (\$35.00), and the certified copy fee (\$52.50).

**EFFECTIVE DATE**

May 18, 1995

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Florida Secretary of State  
May 19, 1995  
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If you find any problems with the enclosed documents, or require additional information, please contact the undersigned by telephone rather than returning any documents.

Sincerely,

STEARNS WEAVER MILLER WEISSLER  
ALHADEFF & SITTERSON, P.A.

  
Annette S. Ryan  
Legal Assistant

asr  
Enclosures

cc: Mr. Cliff Levy

**EFFECTIVE DATE**

May 18, 1995

**ARTICLES OF INCORPORATION OF  
EUCLID DALE MABRY CORP.**

**ARTICLE ONE - NAME**

The name of this corporation is: Euclid Dale Mabry Corp.

**ARTICLE TWO - DURATION; EFFECTIVE DATE**

This corporation shall exist perpetually, commencing as of the date of execution of these Articles of Incorporation.

**ARTICLE THREE - PURPOSES**

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

**ARTICLE FOUR - CAPITAL STOCK**

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock.

**ARTICLE FIVE - PRINCIPAL OFFICE**

The principal office of this corporation is: 1616 Culbreath Isles Drive, Tampa, Florida 33629.

**ARTICLE SIX - REGISTERED OFFICE AND REGISTERED AGENT**

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office is **LAWRENCE J. BAILIN**, c/o Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A., 401 East Jackson Street Suite 2200, Post Office Box 3299, Tampa, Florida 33601.

**ARTICLE SEVEN - INITIAL BOARD OF DIRECTORS**

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The names and addresses of the initial directors of this

corporation are CLIFF LEVY, whose address is 1616 Culbreath Isles Drive, Tampa, Florida 33629 and SIGMUND LEVY, whose address is c/o I.C.I. Developments, Ltd. Suite 106, 1200 Sheppard Avenue East, Willowdale, Ontario, Canada M2K 2B5.

#### ARTICLE EIGHT - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is LAWRENCE J. BAILIN, c/o Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A., 401 East Jackson Street, Suite 2200, Post Office Box 3299, Tampa, Florida 33601.

#### ARTICLE NINE - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

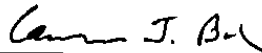
#### ARTICLE TEN - BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

#### ARTICLE ELEVEN - INFORMAL SHAREHOLDER ACTION

The holders of outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704.

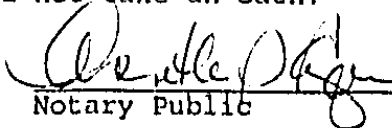
**IN WITNESS WHEREOF**, the undersigned executes these Articles of Incorporation this 18th day of May, 1995.

  
\_\_\_\_\_  
Lawrence J. Bailin, as  
Incorporator

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation were acknowledged before me this 18<sup>th</sup> day of May, 1995, by Lawrence J. Bailin, who is personally known to me and who did not take an oath.



 (SEAL)  
Notary Public

My Commission Expires:

ACCEPTANCE AND ACKNOWLEDGEMENT

I hereby accept to act as registered agent, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and am familiar with and accept the obligations of Section 607.0505, Florida Statutes.

  
Lawrence J. Bailin, as  
Registered Agent

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