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Wallace J. D. Woylie
BARRISTER & SOLICITOR
ATTORNEY - AT - LAW

REPLY TO:

350 GULF BLVD.
INDIAN ROCKS BEACH, FL 34635
(TAMPA BAY AREA)
PHONE (813) 596-9078
FAX (813) 593-2192

130 ADELAIDE ST. W.,
SUITE 1712
TORONTO, ONTARIO, M5H 3P5
PHONE (416) 868-0626
FAX (416) 868-0332

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

600001534696
-07/11/95--01074--017
****122.50 ****122.50

July 7, 1995

RE: Incorporation - RA & E Davies Inc.

Dear Registrar:

Enclosed in duplicate are Articles of Incorporation regarding the above-named company. A preliminary search for the name indicated that there is no problem with using this name.

Also enclosed is my check in the amount of \$122.50 to cover the fees, including the furnishing of a certification to me.

Thank you for your assistance.

Sincerely,

Shannon Dixon

Shannon Dixon
Legal Assistant

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 JUL 11 PM 3:01

FILED

SN
7/14/95

ARTICLES OF INCORPORATION

OF

RA & E Davies Inc.

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

RA & E Davies Inc.

The principal place of business of this corporation shall be:

350 Gulf Blvd.,
Indian Rocks Beach, FL 34635

ARTICLE II - NATURE OF BUSINESS

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

ARTICLE III - CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is:

100,000 shares at \$1.00 each

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V - OFFICERS AND DIRECTORS

The name and street address of the initial officer and director, if any, who shall hold office the first year of the corporation's existence or until his successor is elected is:

Richard Davies
608 Pineland Avenue
Belleair, FL 34616

ARTICLE VI - INCORPORATORS

The name and street address of the incorporator to these articles of incorporation is:

Richard Davies
608 Pineland Avenue
Belleair, FL 34616

In Witness whereof, the undersigned Incorporator has executed these Articles of Incorporation this 24th day of July, 1995.

Signature of Incorporator:



Richard Davies

State of Florida

County of Pinellas

The foregoing instrument was acknowledged before me this 24th day of July, 1995 by Richard Davies of RA & E Davies Inc. who is personally known to me or who has produced a BRITISH driver's license as identification and who did take an oath.

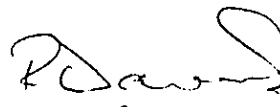

Notary Public

**CERTIFICATE DESIGNATING REGISTERED AGENT AND
REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida.

1. The name of the corporation is: RA & E Davies Inc.
2. The name and address of the registered agent and office is:

Wallace J.D. Weylie
350 Gulf Blvd.,
Indian Rocks Beach, FL 34635

Signature: 
Title: *MANAGER*
Date: *07/07/95*

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, and I accept the duties and obligations of Section 607.325 of the Florida Statutes.

Signature 
Wallace J.D. Weylie

Date *07/07/95*

WALLACE J. D. WEYLIE
Notary Public, State of Florida
My Comm. Expires Apr. 24, 1998
No. CC 359755
Bonded thru Tallahassee Notary Service

FILED
95 JUL 11 PM 3:00
TALLAHASSEE, FLORIDA