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3/14/96

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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: CORPORATE CREATIONS INTERNATIONAL IN
401 OCEAN DR
SUITE 312
MIAMI BEACH FL 33139-0000
CONTACT: JOHNNY C RODRIQUEZ
PHONE: (305) 672-0686
FAX: (305) 672-9110

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: 9974 HOLDINGS INC.
FAX AUDIT NUMBER: H96000003692
DATE REQUESTED: 03/14/1996
CERTIFIED COPIES: 0
NUMBER OF PAGES: 4
ESTIMATED CHARGE: \$78.75

CURRENT STATUS: REQUESTED
TIME REQUESTED: 16:56:06
CERTIFICATE OF STATUS: 1
METHOD OF DELIVERY: FAX
ACCOUNT NUMBER: 073171003004

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95 MAR 15 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3/15/96

(A)

FORM 201 OF 1995
24:8 BY STATE
SECRET

H96000003692

**Articles of Incorporation
of
9974 Holdings Inc.**

FILED
66 MAR 15 PM 3:01
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Article I. Name

The name of this Florida corporation is:
9974 Holdings Inc.

Article II. Address

The mailing address of the Corporation is:
9974 Holdings Inc.
500-120 Eglinton Avenue East
Toronto ON M4P1E2

Article III. Capital Stock

The Corporation shall have the authority to issue 20,000,000 shares of common stock, par value \$.001 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

Corporate Creations Enterprises, Inc.
4521 PGA Boulevard, Suite 211
Palm Beach Gardens FL 33418

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach FL 33139-6629
(305) 672-0886

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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

J. Paul Hines
Harry Tan Hi Khim
William Kennedy
Terry Staples

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach FL 33139-6629

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective March 14, 1996

The authorized representative of the incorporator executed these Articles of Incorporation on March 14, 1996

Corporate Creations International Inc.

By: 
Joseph P. Mata Vice President

Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach FL 33139-6629
(305) 672-0886

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE**

CORPORATION:
9974 Holdings Inc.

REGISTERED AGENT:
Corporate Creations Enterprises, Inc.
4521 PGA Boulevard, Suite 211
Palm Beach Gardens FL 33418

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95 MAR 15 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


Corporate Creations Enterprises, Inc.
Joseph P. Mata, Vice President

Date: March 14, 1996

Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach FL 33139-6629
(305) 672-0686

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4/25/96

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS
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STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: CORPORATE CREATIONS INTERNATIONAL IN
401 OCEAN DR
SUITE 312
MIAMI BEACH FL 33139-00000
CONTACT: JOHNNY C RODRIGUEZ
PHONE: (305) 672-0686
FAX: (305) 672-9110

((H96000005883))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: 9974 HOLDINGS INC.
FAX AUDIT NUMBER: H96000005883
DATE REQUESTED: 04/25/1996
CERTIFIED COPIES: 0
NUMBER OF PAGES: 2
ESTIMATED CHARGE: \$35.00

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56 APR 26 AM 11:06
TALLAHASSEE, FLORIDA

56 APR 26 AM 7:58
TALLAHASSEE, FLORIDA

H98000005883

**Articles of Amendment
Changing Corporate Name From
9974 Holdings Inc.
to
Ontario Midwestern Railway Co. Inc.**

FILED
APR 26 11:35
CORPORATION
STATE OF FLORIDA

Article I. Name

The name of this Florida corporation is 9974 Holdings Inc.

Article II. Amendment

The Articles of Incorporation of the Corporation are amended so that the name of the Corporation is changed from 9974 Holdings Inc. to Ontario Midwestern Railway Co. Inc.

Article III. Date Amendment Adopted

The amendment set forth in these Articles of Amendment was adopted on April 25, 1996.

Article IV. Shareholder Approval of Amendment

The amendment set forth in these Articles of Amendment was proposed by the Corporation's Board of Directors and approved by the shareholders by a vote sufficient for approval of the amendment.

The undersigned representative of the Corporation executed these Articles of Amendment on April 25, 1996.

9974 Holdings Inc.

By: Joseph P. Mata
Name: Joseph P. Mata
Title: Assistant Secretary

Corporate Creations International Inc.
401 Ocean Drive, Suite 312
Miami Beach, FL 33139
(305) 672-0888

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