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*Patricia Pigott*

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SECRETARY OF STATE  
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CUSTOMER: Ms. Sabrina C. Churchwell  
SALLEY FEINBERG & HAMES, P.A.

P. O. Box 3829

Orlando, FL 32802-3829

DOMESTIC FILING

NAME: COMREV INVESTMENTS (FLORIDA),  
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lynne Roberts

EXAMINER'S INITIALS:

*LF*  
*5/29/96*

96 MAY 29 PM 12:13  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
5/28/96  
ARTICLES OF INCORPORATION  
OF

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 MAY 29 PM 3:28

COMREV INVESTMENTS (FLORIDA), INC.

The undersigned, being a natural person of legal age, does hereby desire to form a corporation under the laws of the State of Florida and do hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation shall be Comrev Investments (Florida), Inc. and the business address and location of the Corporation shall be 2 First Canadian Place, Suite 1300, Toronto, Ontario M5X 1E3.

ARTICLE II

CORPORATE DURATION

This Corporation shall commence to exist on the execution of these Articles of Incorporation. The duration of the Corporation is perpetual.

ARTICLE III

GENERAL PURPOSE OF CORPORATION

The general purpose for which the Corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act and to do all and everything necessary, suitable, or proper for the accomplishment of that purpose, the attainment of

any objectives, or the exercise of any authority therein set forth, either alone or in conjunction with any other corporation, firm, or individual, and either as principal or agent, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the above-mentioned objects, purposes or authority.

#### ARTICLE IV

##### CAPITAL STOCK

The aggregate number of shares for which the Corporation is authorized to issue is 100,000. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

#### ARTICLE V

##### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is Corporation Service Company and the name of the initial registered agent of this Corporation at that address is 1201 Hayes Street, Tallahassee, Florida 32301.

#### ARTICLE VI

##### INITIAL DIRECTORS

This Corporation shall have two (2) director(s) initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders. The name and address

of the initial director(s) of this Corporation shall be Ed Sonshine, c/o Council Trust, 2 First Canadian Place, Suite 1300, Toronto, Ontario, M5X 1E3 and Fran Sonshine, c/o Council Trust, 2 First Canadian Place, Suite 1300, Toronto, Ontario, M5X 1E3

#### ARTICLE VII

##### INITIAL OFFICERS

The names of the initial officers(s) of this Corporation shall be as follows:

<u>Name</u>	<u>Office</u>
Ed Sonshine	President
Fran Sonshine	Secretary

#### ARTICLE VIII

##### INCORPORATOR

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

<b>Frank Laurie</b>	<b>25 Imperial Street</b>
	<b>Suite 500</b>
	<b>Toronto, Ontario M5P 1C1</b>

#### ARTICLE IX

##### AMENDMENT

This Corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute.

IN WITNESS WHEREOF, the undersigned, being the subscriber to these Articles of Incorporation, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file this Certificate, hereby declaring and certifying that the facts herein stated are true and hereunto set my hand and seal this 28<sup>th</sup> day of May, 1996 .

  
FRANK LAURIE

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 MAY 29 PM 3:28

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED  
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

Comrev Investments (Florida), Inc. (the "Corporation") desiring to organize as a domestic for profit corporation or qualify under the laws of the State of Florida has named and designated Corporation Service Company as its Registered Agent to accept service of process within the State of Florida with its registered office located at 1201 Hayes Street, Tallahassee, Florida 32301.

**ACKNOWLEDGEMENT**

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0501, Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 29th day of May, 1996.

  
Maria Newport, as it's agent