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FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 073171003004

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NAME: SYSTEM 4 INC.

AUDIT NUMBER.....H96000013729

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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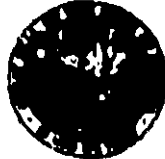
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FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

October 3, 1996

CORPORATE CREATIONS INTERNATIONAL INC.

MIAMI,

SUBJECT: SYSTEMS 4 INC.
REF: W96000020913

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Terri Buckley
Corporate Specialist

FAX Aud. #: H96000013729
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Articles of Incorporation
of
System 4 Inc.

15 OCT 1991 10 30

Article I. Name

The name of this Florida corporation is:
System 4 Inc.

EFFECTIVE DATE
10-1-91

Article II. Address

The mailing address of the Corporation is:
System 4 Inc.
500-120 Eglinton Avenue East
Toronto ON M4P1E2

Article III. Capital Stock

The Corporation shall have the authority to issue 50,000,000 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 POA Boulevard #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.

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Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach FL 33139-6829
(305) 672-0688

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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
William Kennedy
Terrence 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 October 1, 1996.

The authorized representative of the incorporator executed these Articles of Incorporation on October 1, 1996.

Corporate Creations International Inc.

By: 

Luis A. Uriarte Vice President

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Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach FL 33139-6629
(305) 672-0668

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

CORPORATION:

System 4 Inc.

REGISTERED AGENT:

Corporate Creations Enterprises, Inc.
4521 POA Boulevard #211
Palm Beach Gardens FL 33418

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.
Luis A. Uriarte, Vice President

Date: October 1, 1996

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96 OCT -3 PM 3:45
CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
THE NINTH JUDICIAL CIRCUIT
MIAMI, FLORIDA

Corporate Creations International, Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach FL 33139-6629
(305) 672-0586

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