

C. Richard Shamel, Jr.
ATTORNEY AT LAW

P96000088384

HAUSER BUILDING
212 NORTH FEDERAL HIGHWAY
DEERFIELD BEACH, FLORIDA 33441
Telephone (954) 428-3700

October 9, 1996

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Orez, Inc.

Gentlemen: W.C. Pate, Inc.

Enclosed please find the Articles of Incorporation of Orez, Inc. for filing. A check in the amount of \$122.50 is enclosed to cover the filing fee and cost of a certified copy of Articles of Incorporation to be returned to this office.

Also enclosed is a Certificate of Incorporation for W.G. Pate Limited, the subscriber to the enclosed articles.

Very truly yours,



C. Richard Shamel, Jr.

CRSJr:jmh
Enclosures: 2

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DIVISION OF CORPORATIONS
OCT 20 AM 8:48

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 14, 1996

C. RICHARD SHAMEL, JR., ESQ.
HAUSER BUILDING
212 N. FEDERAL HWY
DEERFIELD BEACH, FL 33441

SUBJECT: OREZ, INC.
Ref. Number: W96000021693

We have received your document for OREZ, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6924.

Sharon Tala
Document Specialist Supervisor

Letter Number: 996A00046595

ARTICLES OF INCORPORATION
OF
W. G. PATE, INC.

RECEIVED
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The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is: W. G. PATE, INC.

ARTICLE II - NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 60 shares of common stock, each share having no par value.

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V - ADDRESS

The initial street address of the principal office of this corporation is to be: 212 North Federal Highway, Deerfield Beach, Florida 33441.

The Board of Directors may, from time to time, designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VI - DIRECTORS

This corporation shall have one (1) director(s) initially. The number of Directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one nor more than nine.

ARTICLE VII - INITIAL DIRECTORS

The name and address of the first Board of Directors who shall hold office until their successors are elected and have qualified are as follows:

<u>Name</u>	<u>Address</u>
C. Richard Shamel, Jr.	212 North Federal Highway Deerfield Beach, Florida 33441

ARTICLE VIII - SUBSCRIBERS

The name and street address of the subscriber(s) of these Articles of Incorporation:

W. G. Pate Limited, an Ontario (Canada) Corporation
1885 Sharlyn Road
Mississauga, Ontario, L4X 1R1
Canada

ARTICLE IX - AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at stockholders meeting by a majority of the stock entitled to a vote thereto, unless all the stockholders in a written statement manifesting their intention that a certain amendment of those Articles of Incorporation be made.

ARTICLE X - RESIDENT AGENT

The resident agent of this corporation designated as the corporation's agent to accept service of process within the State of Florida, shall be:

C. Richard Shamel, Jr.
212 North Federal Highway
Deerfield Beach, Florida 33441

ARTICLE XI - SHAREHOLDER QUORUM AND VOTING

Thirty-three and one-third (33 1/3%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of 51% of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XIII - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

IN WITNESS WHEREOF, I, the subscriber, have executed these Articles of Incorporation this 8 day of October, 1996.

W. G. PATE LIMITED
an Ontario (Canada) Corporation:



William G. Pate, President

STATE OF FLORIDA
~~COUNTRY OF CANADA~~
~~PROVINCE OF~~ COUNTY OF BROWARD

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared before me William G. Pate, President of W. G. PATE LIMITED, an Ontario (Canada) Corporation, (X) who is personally known to me or () who has produced _____ as identification, and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to those Articles of Incorporation for the purposes therein designated.

WITNESS my hand and seal this 8 day of October, 1996.

Notary Public:

Sign: Jacqueline Miller Hanna

Print: JACQUELINE MILLER HANNA

My Commission Expires:



JACQUELINE MILLER HANNA
MY COMMISSION # CC403208 EXPIRES
September 9, 1998
BONDED THRU TROY FAIR INSURANCE, INC.



JACQUELINE MILLER HANNA
MY COMMISSION # CC403208 EXPIRES
September 9, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OR PROCESS WITHIN THIS STATE; NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: That W. G. PATE, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Deerfield Beach, County of Broward, State of Florida, has named C. RICHARD SHAMEL, JR. located at 212 North Federal Highway, City of Deerfield Beach, County of Broward, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT: (Must be signed by designated agent)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



C. Richard Shamel, Jr.
(Resident Agent)

SEP 20 11 54 AM '68