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March 25, 1997

Federal Express

Corporate Records Bureau  
Division of Corporations  
Department of State  
409 East Gaines Street  
Tallahassee, Florida

900002132963--4  
-04/03/97--01109--009  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Our File No. 97-21296  
North Country Capital Corp.

Ladies/Gentlemen:

Enclosed is original and one (1) copy of Articles of Incorporation of North Country Capital Corp, together with our check in the amount of \$122.50 representing the following:

- |    |                       |         |
|----|-----------------------|---------|
| 1. | Filing Fees:          | \$35.00 |
| 2. | Registered Agent Fee: | 35.00   |
| 3. | Certified Copy:       | 52.50   |

Please return a certified copy of the Articles of Incorporation and Registered Agent form to the undersigned.

Thank you.

Very truly yours,



Jerrene "Jerre" Berghmans  
Real Estate Paralegal

NR 97-1077

/jab  
Enclosures

Jab 4/4

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 APR -3 PM 1:01

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ARTICLES OF INCORPORATION  
OF  
NORTH COUNTRY CAPITAL CORP

ARTICLE 1

NAME

The name of this Corporation is NORTH COUNTRY CAPITAL CORP.

ARTICLE 2

PRINCIPAL PLACE OF BUSINESS

The principal place of business of this Corporation shall be 282 Fern Palm Road,  
Boca Raton, Florida 33432.

ARTICLE 3

MAILING ADDRESS

The mailing address of this Corporation shall be c/o Osborne, Osborne & deClaire,  
P.A., 798 S. Federal Highway, Ste. 100, Boca Raton, Florida 33432.

ARTICLE 4

PURPOSES AND POWERS

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

## ARTICLE 5

### CAPITAL STOCK

The aggregate number of shares which this Corporation shall have authority to issue is One Thousand (1,000) shares of Common Stock, having a par value of ONE DOLLAR (\$1.00) per share, which shares of Common Stock, as a class, shall have unlimited voting rights and are entitled to receive the net assets of this Corporation upon dissolution.

## ARTICLE 6

### PRE-EMPTIVE RIGHTS

The Corporation elects to have pre-emptive rights and every stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares), at the price at which it is offered to others.

## ARTICLE 7

### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is c/o Osborne, Osborne & deClaire, P.A., 798 S. Federal Highway, Suite 100, Boca Raton, Florida 33432, and the name of the initial registered agent of this Corporation at that address is Ellen R. Itzler, Esquire.

ARTICLE 8

INCORPORATOR

The name and address of the person signing these Articles of Incorporation, the Incorporator, is Ellen R. Itzler, c/o Osborne, Osborne & deClaire, P.A., 798 S. Federal Highway, Ste. 100, Boca Raton, Florida 33432.

ARTICLE 9

CUMULATIVE VOTING

At each election for Directors, every stockholder entitled to vote at such election shall have the right to cumulate his votes by giving one (1) candidate as many votes as the number of Directors to be elected at that time, multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE 10

AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, as provided by law.

The undersigned Incorporator has executed these Articles of Incorporation this 6 day of March, 1997.



ELLEN R. ITZLER, Incorporator

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 APR -3 PM 1:01

CERTIFICATE OF  
DESIGNATION OF REGISTERED AGENT  
FOR  
NORTH COUNTRY CAPITAL CORP.

Pursuant to Section 607.0505, Florida Statutes, the following is submitted:

NORTH COUNTRY CAPITAL CORP, desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, has named ELLEN R. ITZLER, ESQ., located at c/o Osborne, Osborne & deClaire, P.A., 798 S. Federal Highway, Suite 100, City of Boca Raton, County of Palm Beach, State of Florida, as its registered agent for service of process within this State.

ACKNOWLEDGMENT:

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 as set forth in Section 607.0505, Florida Statutes.

  
\_\_\_\_\_  
ELLEN R. ITZLER, Registered Agent