

P97000033409

BENNETT, LOGUE & BENNETT

ATTORNEYS AT LAW  
POST OFFICE BOX 2422  
112 EAST THIRD COURT  
PANAMA CITY, FLORIDA 32402

97 APR 11 PM 1:09

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JULIAN BENNETT  
DERRICK BENNETT

DAYTON LOGUE, OF COUNSEL

TELEPHONE  
(904) 763-4671

TELECOPIER  
(904) 784-3915

April 10, 1997

Via FedEx 2131872772

Florida Department of State  
Sandra B. Mortham, Secretary Of State  
Division Of Corporations  
George Firestone Building  
409 East Gaines Street  
Tallahassee, FL 32399

Re: CASGAC (U.S.), INC.

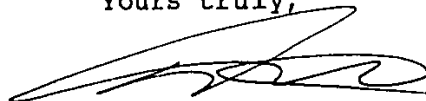
100002140371--1  
-04/11/97--01063--005  
\*\*\*\*122.50 \*\*\*\*122.50

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, the original Designation of Registered Agent, together with our filing fee check in the amount of \$122.50, for filing with your office on the above-referenced corporation. Please return a certified copy of the Articles to me upon filing.

Thank you for your attention to this matter. If you have any questions, please do not hesitate to call me.

Yours truly,



Derrick Bennett

DB:kmw

Enclosures as stated.

cc: Mr. Raymond Couet  
378 Chemin Lorraine  
Pont-Viau, Laval  
Quebec, Canada H7G-1Y5

24/11/97

ARTICLES OF INCORPORATION

OF

CASGAC (U.S.), INC.

FILED

97 APR 11 PM 1:09

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is CASGAC (U.S.), INC., hereinafter referred to as the "Corporation".

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Florida Department of State.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue five hundred (500) shares of common stock/voting, and four hundred fifty (450) shares of common stock/non-voting, of One Dollar (\$1.00) par value.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street and mailing address of the initial office and the principal office of the Corporation is 378 Chemin Lorraine, Pont-Viau, Laval, Quebec, Canada, H7G-1Y5, and the registered agent of the Corporation is Derrick Bennett whose address is 112 East Third Court, Panama City, Florida, 32401.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall have three Directors initially. The number of Directors may be either increased or diminished from time to time by the By-laws, but shall never be less than one (1). The names and addresses of the initial Directors of the Corporation are:

Raymond Couët  
378 Chemin Lorraine  
Pont-Viau, Laval  
Quebec, Canada H7G-1Y5

Claire Couët  
378 Chemin Lorraine  
Pont-Viau, Laval  
Quebec, Canada H7G-1Y5

Ronald Flesch  
2905 Laurie Avenue  
Panama City Beach, FL 32408

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is:

Raymond Couët  
378 Chemin Lorraine  
Pont-Viau, Laval  
Quebec, Canada H7G-1Y5

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX - INDEMNIFICATION

The Corporation shall defend, indemnify and hold harmless any member of the Board of Directors or officer of the Corporation, or any former officer or director, who is a party to any threatened or pending suit or proceeding by reason of the fact that he or she is or was a director, officer or agent of the Corporation.

ARTICLE X - AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by a majority vote of the members of the Board of Directors, subject to any limitation by law. The Board of Directors shall adopt Bylaws for the Corporation, which may be modified, amended or altered as allowed under said Bylaws.

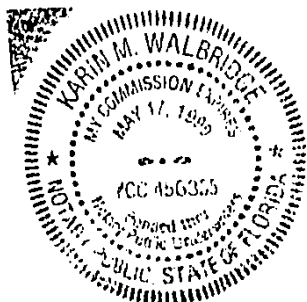
IN WITNESS WHEREOF, the undersigned subscriber has hereunto executed these Articles of Incorporation on April 10, 1997.


  
Raymond Couët, Incorporator

STATE OF FLORIDA  
COUNTY OF BAY

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgements, personally appeared Raymond Couët, who produced Canadian DL PBQE57WJK exp 3-30-01 as identification, and who is known to me to be the person described in and who executed the foregoing instrument for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid on April 10, 1997.



  
Karin M. Walbridge, Notary Public  
My Commission Expires: 5/17/99  
My Commission Number: CC 456355

CERTIFICATE DESIGNATING REGISTERED AGENT AND  
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT  
UPON WHOM PROCESS MAY BE SERVED

FILED

APR 11 PM 1:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA


-----  
In compliance with §48.901 and §607.034, Florida Statutes, the following is submitted.

FIRST that CASGAC (U.S.), INC., desiring to be organized or qualify under the laws of the State of Florida, with its principal place of business at 378 Chemin Lorraine, Pont-Viau, Laval, Quebec, Canada, H7G-1Y5, has named Derrick G. Bennett located at 112 East Third Court, Panama City, Florida, 32401, as its agent to accept service of process within Florida.

DATED this 10th day of April, 1997.

  
Raymond Couet, Incorporator

Having been named to accept service of process for the above named 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 performance of my duties.

  
Derrick Bennett, Registered Agent