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May 13, 1997

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ARTHUR L. H. STREET (1877-1961)  
BENEDICT DEINARD (1899-1969)  
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HARRI S. WEITZ

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Dear Sir/Madam:

Enclosed for filing are the original and one copy of the Articles of Incorporation of Canadian Holding Company. A check in the amount of \$122.50 is enclosed to cover the \$70 filing fee plus \$52.50 for a certified copy.

Please send the certified copy to the undersigned in the self-addressed stamped envelope provided. Thank you.

Very truly yours,

LEONARD, STREET AND DEINARD

By *Gail E. Partlow*  
Gail E. Partlow  
Paralegal

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAY 19 AH 10:29

/gep (23610-1)

Encs.

cc: Eugene U. Frey  
Morris M. Sherman

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*Joe 5/21*

**ARTICLES OF INCORPORATION  
OF  
CANADIAN HOLDING COMPANY**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAY 19 AM 10:29

The undersigned, being a natural person over the age of 18 years, for the purpose of forming a business corporation under and pursuant to the provisions of the Florida 1989 Business Corporation Act, does hereby adopt the following Articles of Incorporation:

**Article I**

The name of this corporation is Canadian Holding Company.

**Article II**

The street address of the initial principal office of the corporation is 4351 Gulf Shore Boulevard North, No. 6 South, Naples, Florida 34103.

**Article III**

The address of the registered office of this corporation is 4351 Gulf Shore Boulevard North, No. 6 South, Naples, Florida 34103, and the name of the registered agent at that address is Eugene U. Frey.

**Article IV**

The aggregate number of shares that this corporation has authority to issue is one thousand (1,000) shares of common stock, with a par value of One-Half Cent (\$.005) per share.

**Article V**

The board shall have authority to establish more than one class or series of shares of this corporation, and the different classes and series shall have such relative rights and preferences, with such designations, as the board may by resolution provide.

**Article VI**

Except as may be otherwise provided by the board in a resolution establishing a class or series of the shares of this corporation, shareholders shall have no preemptive rights.

**Article VII**

There shall be no cumulative voting by shareholders for the election of directors.

**Article VIII**

The name and address of the incorporator are:

Morris M. Sherman  
150 South 5th Street, Suite 2300  
Minneapolis, Minnesota 55402

IN WITNESS WHEREOF, these Articles have been executed this 7<sup>th</sup> day of May, 1997.




Morris M. Sherman  
Incorporator

STATE OF MINNESOTA )  
                                  ) ss.  
COUNTY OF HENNEPIN )




This instrument was acknowledged before me on May 7, 1997, by Morris M. Sherman.

  
Notary Public

**REGISTERED AGENT'S ACCEPTANCE**

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: May 7, 1997

  
Eugene U. Frey

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DIVISION OF CORPORATIONS  
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