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ACCOUNT NO. : 072100000032

REFERENCE : 419071 3487A

AUTHORIZATION : Patricia Pizito

COST LIMIT : \$ 70.00

ORDER DATE : June 6, 1997

ORDER TIME : 9:57 AM

ORDER NO. : 419071-005

CUSTOMER NO: 3487A

CUSTOMER: Paula M. Moser, Legal Asst
ICARD MERRILL CULLIS TIMM
FUREN & GINSBURG, PA
2033 Main Street, Suite 101
P. O. Drawer 4195
Sarasota, FL 34237

000002204130--5

DOMESTIC FILING

NAME: ALLIED AMERICAN REALTY
CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

EXAMINER'S INITIALS:

FILED
97 JUN-6 PM 1:34
TALLAHASSEE, FLORIDA

RECEIVED
97 JUN-6 AM 10:39
6

84 JUN-6 1997

ARTICLES OF INCORPORATION
OF
ALLIED AMERICAN REALTY CORPORATION

FILED
97 JUL -6 PM 1:34
TALLAHASSEE, FLORIDA

ARTICLE 1. - NAME

The name of the Corporation is ALLIED AMERICAN REALTY CORPORATION.

ARTICLE 2. - PRINCIPAL OFFICE

The principal office of the Corporation shall initially be at 100 Wallace Avenue, Suite 245, Sarasota, FL 34237. The Corporation may change its principal office from time to time as permitted by law.

ARTICLE 3. - MAILING ADDRESS

The initial mailing address of the Corporation shall be 100 Wallace Avenue, Suite 245, Sarasota, FL 34237. The Corporation may change its mailing address from time to time as permitted by law.

ARTICLE 4. - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 5. - POWERS

This Corporation shall have all of the powers enumerated in the Florida General Corporation Act.

ARTICLE 6. - SHARES [CAPITAL STOCK]

This Corporation is authorized to issue 7,500 Shares of Voting Common Stock with a Par Value of \$1.00 per Share.

ARTICLE 7. - PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights.

The holders of the common stock of the Corporation shall have the preemptive right to purchase, upon such price, terms and conditions as shall be fixed by the Board of Directors, such of the shares of the common stock of the Corporation as may be issued from time to time over and above the issue of the first shares of the common stock of the Corporation which have never previously been sold or issued. Such preemptive right shall apply to such shares whether such additional shares constitute a part of the shares presently or subsequently authorized or constitute shares held in the treasury of the Corporation and shall be exercised in the respective ratio with the number of shares held by each stockholder at the time of such issue bears to the total number of shares outstanding in the names of all stockholders at such time.

ARTICLE 8. - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 2033 Main Street, Suite 600, Sarasota, Florida 34237, and the name of the initial registered agent of this Corporation at that address is ICARD, MERRILL, CULLIS, TIMM, FUREN & GINSBURG, P.A., Attention: Robert E. Messick.

ARTICLE 9. - INITIAL BOARD OF DIRECTORS

This Corporation shall have four (4) Director(s) initially. The number of Directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one.

The name and address of the initial Director(s) of this Corporation is:

Michael R. Emory
Wayne L. Jacobs
Paul Kawaja
Osman Edin
106 Front Street, East, Suite 303
Toronto, Ontario M5A 1E1

ARTICLE 10. - INCORPORATOR

The name and address of the Incorporator is:

ROBERT E. MESSICK, Esquire
ICARD, MERRILL, CULLIS, TIMM, FUREN & GINSBURG, P.A.
2033 Main Street, Suite 600
Sarasota, Florida 34237

ARTICLE 11. - CUMULATIVE VOTING

All Shareholders are entitled to cumulate their votes for Directors.

At each election for Directors, every Shareholder entitled to vote in the election shall have the right to cumulate his votes by giving one 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 the votes on the same principal among any number of candidates.

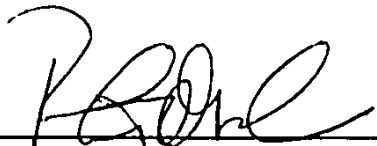
ARTICLE 12. - INDEMNIFICATION

All Officers and Directors shall be indemnified by the Corporation to the fullest extent permitted by law against all expenses and liabilities, including attorney's fees reasonably incurred in connection with any threatened, pending or completed action, suit or proceeding or settlement thereof in which they may become involved as a party or otherwise by reason of holding such office. The Corporation may purchase and maintain insurance on behalf of all Officers and Directors against any liability asserted against them or incurred by them in their capacity as Officers and Directors or arising out of their status as such.

ARTICLE 13. - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

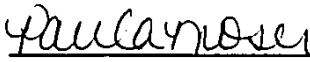
The undersigned Incorporator has executed these Articles of Incorporation on this 5th day of June, 1997.


ROBERT E. MESSICK

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 5th day of June, 1997, by ROBERT E. MESSICK, described as the Incorporator, who is personally known to me or who has produced a Driver's License as identification, and who did take an oath.

My Commission Expires:


Notary Public
Typed Name: _____
Commission No. _____



Paula Moser
MY COMMISSION # CD846781 EXPIRES
May 13, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT FOR
ALLIED AMERICAN REALTY CORPORATION

Having been named to accept Service of Process for the above stated Corporation, at the place designated in the Corporation's Articles of Incorporation, the undersigned hereby acknowledges and accepts the appointment and agrees to act in this capacity, and it further agrees to comply with the provisions of all Statutes relative to the proper and complete performance of its duties.

DATED this 5th day of June, 1997.

ICARD, MERRILL, CULLIS, TIMM,
FUREN & GINSBURG, P.A.

By: 

ROBERT E. MESSICK

Its authorized Agent

Registered Agent

FILED
97 JUN -6 PM 1:34
TALLAHASSEE, FLORIDA