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MAILING ADDRESS
P.O. BOX 633
ORLANDO, FLORIDA 32802

June 30, 1997

VIA: COURIER

Division of Corporations
Department of State
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32314

400002228134--5
-07/01/97--01038--004
****122.50 ****122.50

Subject: Florida Land Agency, Inc.

EFFECTIVE DATE
6-27-97

Dear Sir or Madam:

Enclosed please find the following in connection with above-referenced corporation --

97 JUN -1 PM 2:28
DIVISION OF CORPORATIONS

1. Original Articles of Incorporation and copy for certification;
2. A check in the amount of \$122.50 in payment of the following items:
(a) \$35.00 for filing fee; (b) \$35.00 for designation of Registered Agent; and (c) \$52.50 for one certified copy; and
3. A copy of the confirmation of the reservation of the above corporate name which was submitted by Barbara Thompson of our office and assigned Reservation Number R97000002900.

Your assistance in this matter is appreciated. Should you have any questions or comments regarding the above, please do not hesitate to contact me.

Very truly yours,

Marlis J. Spear

Mrs. Marlis J. Spear
Legal Assistant

97 JUN -1 PM 12:17
DIVISION OF CORPORATIONS

/mjs
Enclosures
cc: Dwight D. Saathoff, Esq.
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7/1/97

ARTICLES OF INCORPORATION
OF
FLORIDA LAND AGENCY, INC.

FILED
97 JUL -1 PM 2:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator delivers these Articles of Incorporation in order to form a corporation under the Florida Business Corporation Act.

ARTICLE I

Name

The name of the Corporation shall be Florida Land Agency, Inc.

ARTICLE II

Principal Office

The principal office of the Corporation is located at 44 Victoria Street, The Victoria Tower, Suite 1614, Toronto, Ontario, Canada M5C 1Y2, and its mailing address is the same.

ARTICLE III

Corporate Purposes, Power and Rights

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

Duration of the Corporation

Existence of the Corporation shall commence on the date of execution of these Articles of Incorporation and the Corporation shall exist perpetually unless dissolved according to law.

EFFECTIVE DATE
6-27-77^a

ARTICLE V

Authorized Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 10,000 shares of Common Stock, with a \$1.00 par value per share.

ARTICLE VI

Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be SunTrust Center, Suite 3000, 200 South Orange Avenue, Orlando, Florida 32801. The initial registered agent of the Corporation at the registered office shall be James M. Dowd.

ARTICLE VII

Initial Board of Directors

The initial Board of Directors shall consist of one (1) director. The name and address of the person who shall serve as director of the Corporation until the first meeting of shareholders is:

<u>Name</u>	<u>Address</u>
James M. Dowd	SunTrust Center, Suite 3000 200 South Orange Avenue Orlando, Florida 32801

ARTICLE VIII

Incorporator

The name and address of the incorporator of the Corporation is:

<u>Name</u>	<u>Address</u>
James M. Dowd	SunTrust Center, Suite 3000 200 South Orange Avenue Orlando, Florida 32801

Executed this 27th day of JUNE, 1997.



James M. Dowd, Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this Certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.



James M. Dowd,
Registered Agent

Date: JUNE 27, 1997

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FILED
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STATE
TALLAHASSEE FLORIDA