

Oct-02-97 02:44 P Fernand Lamothe C.A.

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FLORIDA DIVISION OF CORPORATIONS

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FROM: FERNAND LAMOTHE, INC.  
105057001570

ACCT#:

CONTACT: FERNAND LAMOTHE  
PHONE: (954)768-9548  
(954)768-9775

FAX #:

NAME: NATIONAL ACCOUNTING SERVICE USA INC.

AUDIT NUMBER.....H97000016421

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

NATIONAL ACCOUNTING SERVICE USA INC.

The undersigned incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be "National Accounting Service Usa Inc."

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation is 721, S.E. 17th Street, Fort Lauderdale, Florida, 33316

ARTICLE III CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is Ten Thousand (10,000) shares of Common Stock, par value \$1.00 per share.

ARTICLE IV PURPOSE

The Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

Fernand Lamothe  
721 S.E. 17th Street  
Fort Lauderdale, Fl. 33316  
(954) 768-9548

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ARTICLE V INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is: Fernand Lamothe, 721 S.E 17Th Street, Fort Lauderdale, Florida 33316.

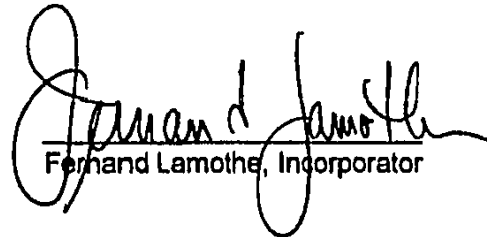
ARTICLE VI INCORPORATOR

The name and street address of the incorporator to these Article of Incorporation is:

Fernand Lamothe  
721 S.E 17Th Street.  
Fort Lauderdale, Florida 33316

The Corporation shall have two (2) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one (1). The name and address of the initial Director is Clifford M. Bowditch, 26 Chickasaw Cr., Kanata, Ontario, Canada K2M 1M4 as President , and André Larabie, 12 Du Sommet, Gatineau, Québec, Canada J8P 7W9 as secretary-Treasurer.

The undersigned has executed these Articles of Incorporation this 2nd days of October, 1997.

  
Fernand Lamothe, Incorporator

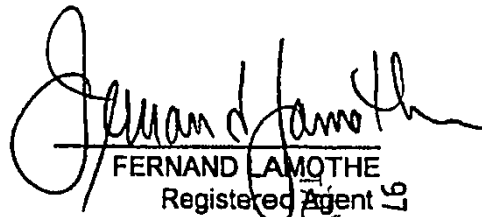
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**CERTIFICATE DESIGNATING THE ADDRESS  
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

Having been named to accept service of process for Corporation, at the place designated in its Articles of Incorporation, I agree to act in this capacity and to comply with the provisions of Section 607.0505 of the Florida Statutes.

Dated: October 2nd, 1997

  
FERNAND LAMOTHE  
Registered Agent

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