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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P. ACCT#: 072720000036

CONTACT: KYLE L WHITE

PHONE: (407)843-4600

FAX #: (407)843-4444

NAME: PCD GP, INC.

AUDIT NUMBER.....H97000017705

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

CERT. OF STATUS..0 PAGES..... 2 ③

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ATTY: 181  
CLIENT: 9112  
MATTER: 50749  
PCD GP, INC. - Incorporation

PLEASE NOTE THAT THIS CORPORATION MUST BE FILED AS OF  
TODAY, OCTOBER 23, 1997. PLEASE CALL ME IF YOU HAVE ANY  
QUESTIONS. THANK YOU.

Dmc 24  
10.24.97

FILED  
97 OCT 23 AM 8:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H97000017705

ARTICLES OF INCORPORATION

OF

PCD GP, INC.

ARTICLE I - NAME

The name of this corporation is PCD GP, INC.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office and the mailing address of the corporation shall be  
5009 Park Central Drive, Orlando, Florida 32839.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue TEN THOUSAND (10,000) shares of TEN CENTS  
(\$0.10) par value common stock.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 215 North Eola Drive,  
Orlando, Florida 32801, and the name of the initial registered agent of this corporation at that  
address is Loran A. Johnson.

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors 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 names and addresses of the initial directors are as follows:

Henry Morton

1090 Don Mills Road, Suite 600  
Don Mills, Ontario, Canada M3C 3R6

This document was prepared by:

LORAN A. JOHNSON, ESQUIRE

Florida Bar Number: 339350  
Lowndes, Drosdick, Doster, Kantor & Reed, P.A.  
P. O. Box 2809  
Orlando, Florida 32802-2809  
(407) 843-4600

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Paul Morton

1090 Don Mills Road, Suite 600  
Don Mills, Ontario, Canada M3C 3R6

Joel K. Slater

5009 Park Central Drive  
Orlando, Florida 32839

ARTICLE VI - INCORPORATOR

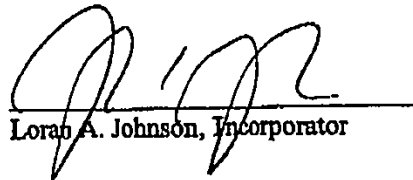
The name and address of the person signing these Articles are as follows:

Loran A. Johnson

215 North Eola Drive  
Orlando, Florida 32801

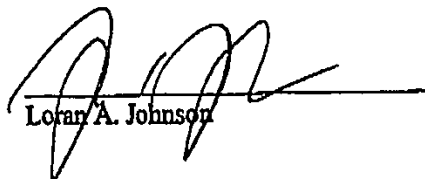
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of

Incorporation this 23<sup>rd</sup> day of October, 1997.

  
Loran A. Johnson, Incorporator

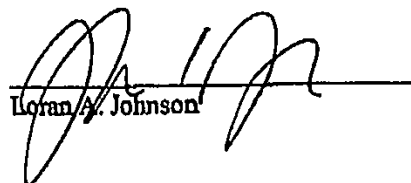
ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of PCD GP, INC.

  
Loran A. Johnson

WAIVER OF SUBSCRIPTION RIGHTS

The undersigned hereby waives any rights of subscription which may have accrued by virtue of the undersigned acting as Incorporator of PCD GP, INC.

  
Loran A. Johnson

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