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NAME: SCOTIA DIRECT INC.

AUDIT NUMBER.....H98000005376

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

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ARTICLES OF INCORPORATION  
OF  
SCOTIA DIRECT INC.

The undersigned incorporators hereby execute these Articles of Incorporation in order to form a Corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation is: SCOTIA DIRECT INC.

ARTICLE II. NATURE OF BUSINESS

The Corporation may engage 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.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a nominal or par value of \$ 1.00 per share.

ARTICLE IV. TERMS OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V. ADDRESS

The initial principal office of this Corporation in the State of Florida is.:  
1105 OLD GRIFFIN ROAD  
DANIA FL.33004

ARTICLE VI. REGISTERED AGENT

The initial Registered Agent is.: JEAN-PIERRE DALLAIRE  
1105 OLD GRIFFIN ROAD  
DANIA FL 33004

Which is also known as the registered office.

JEAN-PIERRE DALLAIRE  
499 E. Sheridan ST.# 202  
Dania Fl.33004  
TEL 954-9250435

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## ARTICLE VII. DIRECTORS

The Corporation shall have Three directors, initially. The number of directors may be increased or diminished from time to time, by By-laws adopted by the stockholders, but shall never be less than two. The name and address of the initial directors are.:

JEAN- PIERRE DALLAIRE	PIERRE LAFLEUR	CLAUDE RAYMOND
1105 OLD GRIFFIN RD	1105 OLD GRIFFIN RD	1105 OLD GRIFFIN RD
DANIA FL 33004	DANIA FL. 33004	DANIA FL. 33004

## ARTICLE VIII. EFFECTIVE DATE

These Articles of Incorporation shall be effective upon the Secretary of State accepting and filing these Articles of Incorporation.

## ARTICLE IX. PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares ) at the price at which it is offered to others.

## ARTICLE X. INCORPORATORS

The name and address of the persons signing these Articles are.:

JEAN- PIERRE DALLAIRE	PIERRE LAFLEUR	CLAUDE RAYMOND
1105 OLD GRIFFIN RD	1105 OLD GRIFFIN RD	1105 OLD GRIFFIN RD
DANIA FL 33004	DANIA FL. 33004	DANIA FL. 33004

## ARTICLE XI. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholder's meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

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IN WITNESS WHERE OF, we have hereunto set our hands and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 19TH day of MARCH 1998

STATE OF FLORIDA )  
:SS  
COUNTY OF BROWARD )

Incorporator

JEAN-PIERRE DALLAIRE

Incorporator

PIERRE LAFLEUR

Incorporator

CLAUDE RAYMOND

I hereby certify that on this day, before me, a Notary Public duly authorized in the State and County named above, to take acknowledgments, personally appeared: JEAN-PIERRE DALLAIRE, PIERRE LAFLEUR & CLAUDE RAYMOND known to me to be the person described as Incorporator of and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the State and County named above this 19TH day of MARCH 1998

Notary Public, State of Florida at large.

My Commission Expires:

DENIS GAUTHIER  
COMMISSION # CC 640447  
EXPIRES JUN 24, 2001  
BONDED THRU  
ATLANTIC BONDING CO., INC.

I JEAN-PIERRE DALLAIRE by execution hereof, accept the designation as Registered Agent of this Corporation

JEAN-PIERRE DALLAIRE

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