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Wallace J.D. Weylie

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Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

June 26, 1998

RE: Incorporation - Blythe & Blythe (U.S.), Inc.

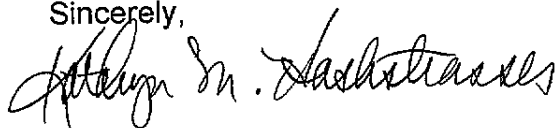
Dear Registrar:

Enclosed in duplicate are Articles of Incorporation regarding the above-named company. A preliminary search for the name indicated that there is no problem with using this name.

Also enclosed is a check in the amount of \$122.50 to cover the fees, including the furnishing of a certification to Wallace J.D. Weylie.

Thank you for your assistance.

Sincerely,



Kathryn Hoshstrasser
Legal Assistant

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JUL 2-2-98

ARTICLES OF INCORPORATION

OF

Blythe & Blythe (U.S.), Inc.

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

ARTICLE I - NAME

The name of the corporation shall be:

Blythe & Blythe (U.S.), Inc.

The principal place of business of this corporation shall be:

14300 Gulf Blvd.
#501
Madeira Beach, Florida 33708

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in or transact 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.

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ARTICLE III - CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is:

100,000 shares at \$1.00 each

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V - OFFICERS AND DIRECTORS

The name and street address of the initial officer and director, if any, who shall hold office the first year of the corporation's existence or until his successor is elected is:

Wayne D. Blythe
7593 Twenty Road West
Smithville, Ontario L0R 2A0

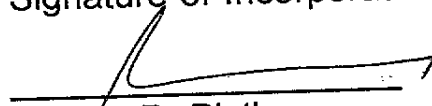
ARTICLES VI - INCORPORATORS

The name and street address of the incorporator to these articles of incorporation is:

Wayne D. Blythe
7593 Twenty Road West
Smithville, Ontario L0R 2A0

In Witness whereof, the undersigned incorporator has executed these Articles of Incorporation this 25th day of June, 1998.

Signature of Incorporator:


Wayne D. Blythe

State of Florida

County of Pinellas

The foregoing instrument was acknowledged before me this 25th day of June, 1998 by Wayne D. Blythe of Blythe & Blythe (U.S.), Inc., who is personally known to me or who has produced an ONTARIO driver's license as identification and who did take an oath.


Notary Public



CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida.

1. The name of the corporation is: Blythe & Blythe (U.S.), Inc.
2. The name and address of the registered agent and office is:

Wallace J.D. Weylie
350 Gulf Blvd.,
Indian Rocks Beach, FL 34635

Signature: _____

Title: *Incorporator*

Date: *JUNE 25, 1998*

Having been named to accept Service of Process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325 of the Florida Statutes.

Signature *Wallace J.D. Weylie*
Wallace J.D. Weylie

Date *June 25/98*

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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