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ACCOUNT NO. : 072100000032

REFERENCE : 969090 133628A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : September 21, 1998

ORDER TIME : 3:34 PM

ORDER NO. : 969090-005

CUSTOMER NO: 133628A

CUSTOMER: Douglas J. Burns, Esq
GOVAN BURNS & JONES

6500 Central Avenue

St. Petersburg, FL 33707

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 21 PM 1:36

DOMESTIC FILING

NAME: ROCLIN ENTERPRISES, INC.

8000002645488--6
-09/22/98--01004--003
****122.50 ****122.50

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS:

DIVISION OF CORPORATION

98 SEP 21 PM 4:09

RECEIVED

Handwritten signature/initials

**ARTICLES OF INCORPORATION
OF
ROCLIN ENTERPRISES, INC.**

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DIVISION OF CORPORATIONS
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The undersigned subscriber, she being a natural person, competent to contract for the purpose of forming a corporation under the laws of the State of Florida, does hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE I

NAME OF BUSINESS: The name of the proposed corporation shall be **ROCLIN ENTERPRISES, INC.**

ARTICLE II

NATURE OF BUSINESS: The general nature and purpose of business to be transacted, promoted and carried on by the corporation is to engage in any activity or business now or hereafter authorized and permitted under the laws of the United States and the State of Florida to be done or exercised by corporations organized for profit.

ARTICLE III

INITIAL CAPITAL: The amount of capital with which this corporation shall begin business is Five Hundred and 00/100 Dollars (\$500.00).

ARTICLE IV

CAPITAL STOCK: The total number of shares of stock which this corporation shall have authority to issue is One Thousand (1,000) shares of common stock, said stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V

TERM OF EXISTENCE: This corporation shall have a perpetual term of existence, commencing upon receipt of these Articles by the Secretary of State.

ARTICLE VI

ADDRESS OF BUSINESS: The initial address of the principal office of the proposed corporation in the State of Florida shall be:

16025 REDINGTON DRIVE
REDINGTON BEACH FL 33708

ARTICLE VII

DIRECTORS: The number of Directors of this corporation shall be no more than five (5) and no less than one (1) Director. The names and addresses of the Directors who shall hold office for the first year of existence of the corporation or until a successor or successors are elected or appointed and who have qualified are:

LINDA L. HOWARD
47 WASDALE CRESENT, SUITE 201
TORONTO, ONTARIO M6A 1W9

ROBERT L. CRAWFORD
47 WASDALE CRESENT, SUITE 201
TORONTO, ONTARIO M6A 1W9

ARTICLE VIII

SUBSCRIBER: The name and address of the Subscriber of this corporation is:

LINDA L. HOWARD
47 WASDALE CRESENT, SUITE 201
TORONTO, ONTARIO M6A 1W9

ARTICLE IX

REGISTERED AGENT AND REGISTERED OFFICE: **ROCLIN ENTERPRISES, INC.** names and designates **HELENA NIXON** the Registered Agent and also establishes **16025 REDINGTON DRIVE, REDINGTON BEACH FL 33708,**

as its Registered Office within the State of Florida, pursuant to Section 607.164 Florida Statutes.

IN WITNESS WHEREOF, the undersigned subscriber to this instrument, Articles of Incorporation of **ROCLIN ENTERPRISES, INC.** places her hand and seal this 14th day of September, 1998, at St. Petersburg, Florida.

In the presence of:

D. S. Butler
WITNESS

L. Howard
LINDA L. HOWARD

Amy Mandakuris
WITNESS

STATE OF FLORIDA)
) ss
COUNTY OF PINELLAS)

BEFORE ME personally appeared LINDA L. HOWARD, personally known to me or has produced White ID # H 6872-47365-25319 as identification and who [did] [did not] take an oath, and known to be the person described in and who executed the foregoing instrument as Subscriber to the foregoing Articles of Incorporation who, after being first duly sworn, acknowledges that she executed same for the purposes set forth and that all information is true and correct to her best knowledge and belief.

WITNESS my hand and seal on this 14th day of September, 1998, at St. Petersburg, Florida.

Dolores Sandra Peace
NOTARY PUBLIC - STATE OF FLORIDA

Printed Name: Dolores Sandra Peace
My Commission expires: Aug 25, 2000

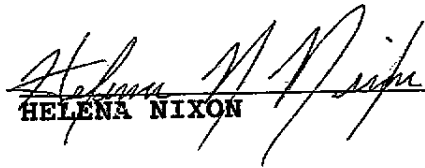


Dolores Sandra Peace
My Commission CC579647
Expires Aug 25, 2000

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DIVISION OF CORPORATIONS
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ACCEPTANCE BY REGISTERED AGENT

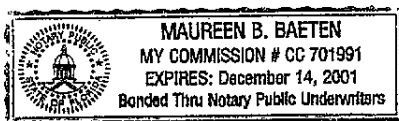
I, HELENA NIXON, 16025 REDINGTON DRIVE, REDINGTON BEACH, FL 33708, do hereby accept appointment as Registered Agent of **ROCLIN ENTERPRISES, INC.**, together with the duties and responsibilities attaching to such appointment.



HELENA NIXON

STATE OF FLORIDA)
) ss
COUNTY OF PINELLAS)

BEFORE ME personally appeared HELENA NIXON, to me well known
FL. DRIVERS LIC
or has produced No. N250-338-31-606 as identification and who
[did] [did not] take an oath, and known to be the person described
in and who executed the foregoing instrument and acknowledged to
and before me that she executed the said instrument for the
purposes therein expressed.

WITNESS my hand and seal this 16th day of September, 1998.




NOTARY PUBLIC - STATE OF FLORIDA

Printed Name: MAUREEN B. BAETEN
My Commission expires: 12-14-2001