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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

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

CONTACT: KAREN L DIDEA

PHONE: (407)843-4600

FAX #: (407)843-4444

NAME: ELKAR DEVELOPMENT CORP.

AUDIT NUMBER.....H98000021695

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

CERT. OF STATUS..0 PAGES..... 2

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ATTORNEY: 427

CLIENT: 099994

MATTER: 45132

COMMENTS:

PLEASE NOTE THAT THIS DOCUMENT MUST BE FILED WITH AN EFFECTIVE DATE OF TODAY,  
November 19, 1998. IF YOU HAVE ANY QUESTIONS, PLEASE DO NOT HESITATE TO CALL ME.

THANK YOU FOR YOUR ASSISTANCE IN THIS MATTER.

GAIL S. ANDRE  
Direct Dial: 407/418-6203

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
OF  
ELKAR DEVELOPMENT CORP.

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is ELKAR DEVELOPMENT CORP.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The street address and the mailing address of the principal office of the corporation is 5145  
City Street, Orlando, Florida 32839.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue ONE THOUSAND (1,000) 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 two (2) 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, M3C3R6

Joel K. Slater

5145 City Street  
Orlando, Florida 32839

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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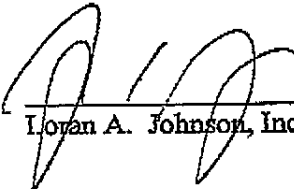
ARTICLE VI - INCORPORATOR

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

Loran A. Johnson

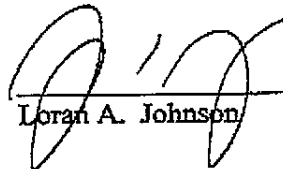
215 North Eola Drive  
Orlando, Florida 32801

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of  
Incorporation this 19th day of November, 1998.

  
Loran A. Johnson, Incorporator

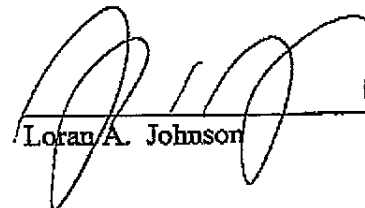
ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of ELKAR  
DEVELOPMENT CORP.

  
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 ELKAR DEVELOPMENT CORP.

  
Loran A. Johnson

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