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Reply To Daytona Beach Office

December 15, 1998

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

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-12/17/98--01044--006
*****122.50 *****78.75

RE: CANBEC Investment Corporation

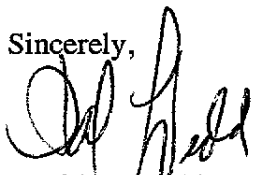
Dear Sir or Madam:

Enclosed herewith are the original and one copy of the Articles of Incorporation for the above named corporation together with our check in the amount of \$122.50 representing the amount of the filing. Please send us a copy of the document at your earliest convenience.

Your prompt attention to this matter will be greatly appreciated.

If you have any questions, please do not hesitate to contact me.

Sincerely,



David F. Vedder
DFV/ljw
Enclosure

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98 DEC 17 PM 1:16

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ARTICLES OF INCORPORATION
OF
CANBEC INVESTMENT CORPORATION

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DIVISION OF CORPORATIONS
98 DEC 17 PM 1:16

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is: **CANBEC INVESTMENT CORPORATION**

ARTICLE II - DURATION OF CORPORATE EXISTENCE

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue five hundred (500) shares of common stock at one dollar (\$1.00) per share.

ARTICLE V - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 242 South Piedmont Avenue, Port Orange, Florida 32119.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is FRANCOIS MESSIER, 242 South Piedmont Avenue, Port Orange, Florida 32119.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have no directors.

ARTICLE VIII - INCORPORATORS

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

Francois Messier, 242 South Piedmont Avenue, Port Orange, Florida 32119.

ARTICLE IX - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation and shall be managed under the direction of the shareholders of this corporation.

ARTICLE X - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify any officer or any former officer to the full extent permitted by law.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto and any right conferred upon the shareholders is subject to this reservation.

The undersigned has executed these Articles this day of December, 1998.



FRANCOIS MESSIER

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED ABOVE, 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.



FRANCOIS MESSIER

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SECRETARY OF STATE
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