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CORPORATION(S) NAME

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-01/25/99-01093-032

*****70.00 *****70.00

Athurst America, Inc.

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*****8.75 *****8.75

☒ Profit **ARTS**
☐ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution/Withdrawal

☐ Limited Liability Company

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Name Registration

☐ Change of R.A.

☐ Fictitious Name

☐ UCC-1 Financing Statement

☐ UCC-3 Filing

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ARTICLES OF INCORPORATION
OF

ATHURST AMERICA INC.

In compliance with the requirements of F.S. Chapter 60, the undersigned, being a natural person, does hereby act as incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation in the State of Florida.

ARTICLE I

The name of the corporation ("Corporation") is ATHURST AMERICA INC.

ARTICLE II

The existence of the corporation shall begin on Date of Filing.

ARTICLE III

The street address of the principal office of the Corporation is 21 Chisholm Street, Oakville, Ontario, Canada, L6K 3W2

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 100, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 1200 S. Pine Island Road, Suite 220, Plantation, FL 33324. The initial registered agent for the Corporation at that address is Howard Mark Furman, Esquire.

ARTICLE VI

The initial board of directors shall consist of two members. The names and addresses of the persons who will serve on the initial board of directors are:

Name	Address
Bruce H. Atyeo	21 Chisholm Street, Oakville, Ontario, Canada, L6K 3W2
Sharon Atyeo	21 Chisholm Street, Oakville, Ontario, Canada, L6K 3W2

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ARTICLE VII

The initial officers shall consist of the President and Secretary/Treasurer. The names and address of the persons who will serve as the initial offices are:

Office	Address
President: Bruce H. Atyeo	21 Chisholm Street, Oakville, Ontario, Canada, L6K 3W2
Secretary/Treasurer: Sharon Atyeo	21 Chisholm Street, Oakville, Ontario, Canada, L6K 3W2

ARTICLE VIII

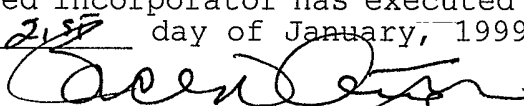
The names and street addresses of the persons signing these articles of incorporation are:

Name	Address
Bruce H. Atyeo	21 Chisholm Street, Oakville, Ontario, Canada, L6K 3W2

ARTICLE IX

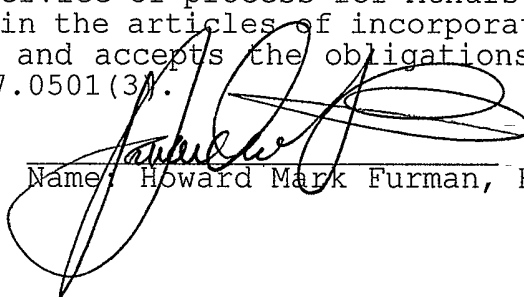
The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 21st day of January, 1999.


Name: Bruce H. Atyeo

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Athurst America Inc. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


Name: Howard Mark Furman, Esq.

Date: 1/21/99

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