



THE UNITED STATES
CORPORATION
COMPANY

P990004420

FILED

99 MAY 13 AM 11:13

ACCOUNT NO. 072100000032

REFERENCE : 239887 7184314

AUTHORIZATION :

Patricia Pijut

COST LIMIT : \$ 70.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : May 13, 1999

ORDER TIME : 3:24 PM

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ORDER NO. : 239887-005

CUSTOMER NO: 7184314

CUSTOMER: F Schanfield Freedman, Esq
FRANCES SCHANFIELD FREEDMAN
FRANCES SCHANFIELD FREEDMAN
220 Cote Ste-catherine

Montreal, QU H2V2A8

DOMESTIC FILING

NAME: SUNSHINE BOYS OF THE AMERICA'S
HOLDING CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Mimi Stephens

EXAMINER'S INITIALS:

5/14/99

99 MAY 13 PM 3:55

RECEIVED

ARTICLES OF INCORPORATION
OF

SUNSHINE BOYS OF THE AMERICA'S HOLDING CORPORATION

FILED
99 MAY 13 AM 11:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

SUNSHINE BOYS OF THE AMERICA'S HOLDING CORPORATION

The address of the principal office of this corporation shall be 1050 de la Montagne, Fourth Floor, Montreal, Quebec, Canada, H3G1Y8, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in 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.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$ 1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

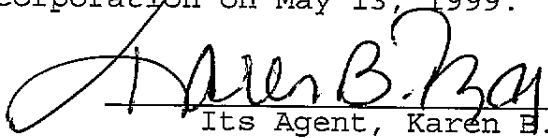
This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

The undersigned incorporator has executed these Articles of Incorporation on May 13, 1999.


Its Agent, Karen B. Rozar

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

FILED
20 MAY 13 AM 11:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: Karen B. Rozar

Its Agent, Karen B. Rozar
Authorized Service Representative
Corporation Service Company

LRC/msn