



THE UNITED STATES  
CORPORATION  
COMPANY

P99000062025

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ACCOUNT NO. : 072100000032

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

REFERENCE : 294986 4326591

AUTHORIZATION :

Patricia Pyzdek

COST LIMIT : \$ 78.75

ORDER DATE : July 1, 1999

ORDER TIME : 1:59 PM

ORDER NO. : 294986-005

000002921520--9

CUSTOMER NO: 4326591

CUSTOMER: Ms. Denell Sequeira  
FOWLER WHITE GILLEN BOGGS  
FOWLER WHITE GILLEN BOGGS  
Suite 1700  
501 East Kennedy Boulevard  
Tampa, FL 33602

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DOMESTIC FILING

ANDERSON PARTNERS & ASSOCIATES, INC.

NAME: ~~ANDERSON ASSOCIATES, INC.~~

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: Christine Lillich

EXAMINER'S INITIALS:

PH 7/13/99 ✓

W99-15357



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

July 1, 1999

CSC NETWORKS  
1201 HAYS ST  
TALLAHASSEE, FL 32301

SUBJECT: ANDERSON ASSOCIATES, INC.  
Ref. Number: W99000015359

**RESUBMIT**  
Please give original  
submission date as file date.

We have received your document for ANDERSON ASSOCIATES, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

If you have any further questions concerning your document, please call (850) 487-6915.

Pamela Hall  
Document Specialist

Letter Number: 399A00034814

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
ANDERSON PARTNERS & ASSOCIATES, INC.**

FILED  
99 JUL -1 AM 10:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE I.**

**Name**

The name of this corporation shall be:

ANDERSON PARTNERS & ASSOCIATES, INC. \_\_\_\_\_

The principal office and mailing address of this corporation shall be: 1220 Eglington Avenue East, Suite 306, Toronto, Ontario M3C 1H9.

**ARTICLE II.**

**Existence of Corporation**

This corporation shall have perpetual existence.

**ARTICLE III.**

**Purposes**

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

**ARTICLE IV.**

**General Powers**

The corporation shall have power:

- (a) To sue and be sued, complain, and defend in its corporate name.

(b) To have a corporate seal, which may be altered at will and to use it or a facsimile of it, by impressing or affixing it or in any other manner reproducing it.

(c) To purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property or any legal or equitable interest in property wherever located.

(d) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property.

(e) To lend money to, and use its credit to assist, its officers and employees in accordance with Section 607.0833, Florida Statutes.

(f) To purchase, receive, subscribe for, or otherwise acquire; own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of; and deal in and with shares or other interests in, or obligations of, any other entity.

(g) To make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations (which may be convertible into or include the option to purchase other securities of the corporation), and secure any of its obligations by mortgage or pledge of any of its property, franchises, and income and make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting corporation; a corporation which owns, directly or indirectly, a majority of the outstanding stock of the contracting corporation; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding stock of the contracting corporation, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation, and make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation.

(h) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment.

(i) To conduct its business, locate offices, and exercise the powers granted by law within or without this state.

(j) To elect directors and appoint officers, employees, and agents of the corporation and define their duties, fix their compensation, and lend them money and credit.

(k) To make and amend bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for managing the business and regulating the affairs of the corporation.

(l) To make donations for the public welfare or for charitable, scientific, or educational purposes.

(m) To transact any lawful business that will aid governmental policy.

(n) To make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the corporation.

(o) To pay pensions and establish pension plans, pension trusts, profit - sharing plans, share bonus plans, share option plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees, and agents and for any or all of the current or former directors, officers, employees, and agents of its subsidiaries.

(p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his or her death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(q) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity.

## ARTICLE V.

### Capital Stock

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 10,000 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any

meeting of the stockholders. The Board of Directors may authorize shares to be issued for consideration consisting of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation. Before the corporation issues shares, the Board of Directors shall determine that the consideration received or to be received for shares to be issued is adequate. All stock when issued shall be paid for and shall be nonassessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

#### ARTICLE VI.

##### Registered Office and Registered Agent

The street address of the corporation's initial registered office is 501 E. Kennedy Boulevard, Suite 1700, Tampa, Florida 33602, and the name of the corporation's initial registered agent at such address is Richard A. Jacobson. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

#### ARTICLE VII.

##### Initial Board of Directors

The number of directors constituting the initial Board of Directors shall be two (2) and the names and addresses of the persons who are to serve as a member thereof is as follows:

<u>Name</u>	<u>Address</u>
Philip Talaska	1220 Eglinton Avenue East, Ste. 306 Toronto, Ontario M3C 1H9
Byron Duncombe	1220 Eglinton Avenue East, Ste. 306 Toronto, Ontario M3C 1H9

ARTICLE VIII.

Incorporators

The name and address of the incorporator of this corporation is as follows:

<u>Name</u>	<u>Address</u>
Richard A. Jacobson	501 E. Kennedy Blvd, #1700 Tampa, FL 33602

ARTICLE IX.

Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated.



Richard A. Jacobson, Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

ANDERSON PARTNERS & ASSOCIATES, INC.

with its principal place of business at City of Toronto, Ontario, Canada has named Richard A. Jacobson, located at 501 E. Kennedy Boulevard, Suite 1700, City of Tampa, County of Hillsborough, State of Florida, as its agent to accept service of process within Florida.



Richard A. Jacobson, Incorporator

Date 6/29/99

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, 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.



Richard A. Jacobson, Registered Agent

Date 6/29/99

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA