

LED FORD A. PARNELL, JR.
ATTORNEY AT LAW

5546 West Oakland Park Boulevard
Suite 200

Fort Lauderdale, Florida 33313

TELEPHONE (954) 735-0400

FAX (954) 735-1173

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July 13, 1999

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*****78.75 *****78.75

Corporate Records Division
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

Re: DUNDAS TRADING COMPANY, INC.

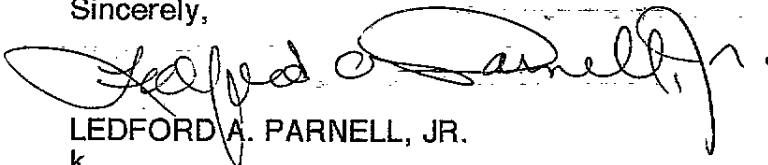
Gentlemen:

Enclosed is our trust account check no. 7798 in the sum of \$78.75,
representing the filing fee for the above corporation.

Also enclosed is the original and one copy of the Articles of Incorporation
and Resident Agent form.

Please certify the copy of the Articles and return to the undersigned.

Sincerely,



LED FORD A. PARNELL, JR.

k

Encls.

FILED
99 JUL 16 AM 8:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

CB
7-23-99
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ARTICLES OF INCORPORATION
OF
DUNDAS TRADING COMPANY, INC.

FILED
99 JUL 16 AM 8:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I
Name

The name of this corporation is DUNDAS TRADING COMPANY, INC.

ARTICLE II
Duration

This corporation shall have perpetual existence.

ARTICLE III
Principal Office

The principal office of the corporation is Suite 200, 5546 West Oakland Park Boulevard, Fort Lauderdale, Florida, 33313.

ARTICLE IV
Purpose

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

ARTICLE V
Capital Stock

This corporation is authorized to issue 100 shares.

ARTICLE VI
Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is Suite 200, 5546 West Oakland Park Boulevard, Fort Lauderdale, Florida, 33313, and the name of the initial registered agent of this corporation at that address is LEDFORD A. PARNELL, JR.

ARTICLE VIII
Initial Board of Directors

This corporation shall have two (1) Director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws,

but shall never be less than one (1). The name and address of the initial Director of this corporation is:

LEDFORD A. PARNELL, JR.
Suite 200
5546 West Oakland Park Boulevard
Fort Lauderdale, Florida 33313

ARTICLE IX
Incorporator

The name and address of the person signing these Articles is:

LEDFORD A. PARNELL, JR.
Suite 200
5546 West Oakland Park Boulevard
Fort Lauderdale, Florida 33313

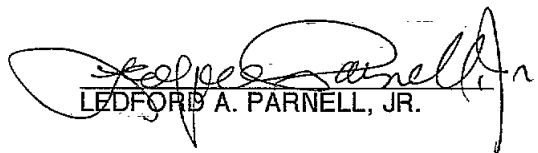
ARTICLE X
By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI
Amendment

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 13th day of July, 1999.


LEDFORD A. PARNELL, JR.

STATE OF FLORIDA

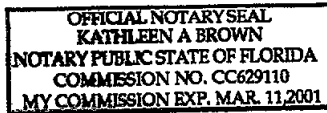
COUNTY OF BROWARD

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared LEDFORD A. PARNELL, JR., who is personally known to me, and who is the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 13th day of July, 1999.


NOTARY PUBLIC

My Commission Expires:



ACKNOWLEDGMENT OF REGISTERED AGENT:

Having been named to accept service of process for DUNDAS TRADING COMPANY, INC., a Florida corporation for profit, at the place designated in the foregoing Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law relative to keeping open said office.


LEDFORD A. PARNELL, JR.

FILED
99 JUL 16 AM 8:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA