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August 3, 1999

Corporation Division
Secretary of State
PO Box 6327
Tallahassee, FL 32314

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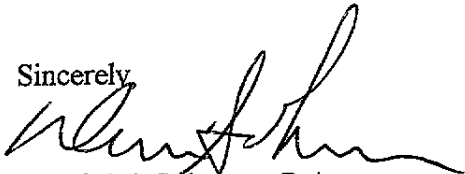
Re: Dunbar Palm Beach, Inc.

Dear Sir or Madam,

Please file the enclosed Articles of Incorporation and send the certificate to me. Enclosed is a check for the filing fee.

Thank you.

Sincerely,


Dennis M. Solomon, P.A.

FILED
99 AUG -6 AM 8:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enc.

**ARTICLES OF INCORPORATION
OF
DUNBAR PALM BEACH, INC.**

FILED
99 AUG -6 AM 8:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida under Chapter 607, 1998, as amended:

**Article I
NAME**

The name of the corporation (the "Corporation") is Dunbar Palm Beach, Inc. The street address of the initial principal office and the mailing address of the Corporation is 3450 Ouellette Avenue, Windsor, Ontario Canada N9E3L9.

**Article II
DURATION**

This Corporation is to commence its corporate existence on the date these Articles are filed with the Secretary of State's office, State of Florida, and shall exist perpetually thereafter until dissolved according to law.

**Article III
PURPOSE**

This Corporation is organized for the purpose of transacting any and all lawful business.

**Article IV
CAPITAL STOCK**

This Corporation is authorized to issue **100 shares** of no par value stock. All such stock shall have unlimited voting rights.

**Article V
INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT**

The street address of the initial registered office of this Corporation is 1601 Belvedere Road, Suite 407 S, West Palm Beach, Florida 33406 the name of the initial registered agent of this Corporation at that address is Dennis M. Solomon, P.A.

Article VI
INITIAL BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business affairs of the Corporation shall be managed under the direction of its Board of Directors (the "Board"). This Corporation shall have one (1) director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the Corporation.

The name and street address of the director who shall hold office until his successor is duly elected or appointed is:

Jerry Lev
3450 Ouellette Avenue
Windsor, Ontario Canada N9E3L9

Article VII
INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

Article VIII
BYLAWS

The power to adopt, alter, amend, or repeal bylaws of the Corporation shall be vested in its Board of Directors.

Article IX
INCORPORATOR

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

Dennis M. Solomon, P.A. 1601 Belvedere Road, Suite 407 S.
West Palm Beach, FL 33406

Articles X
POWERS

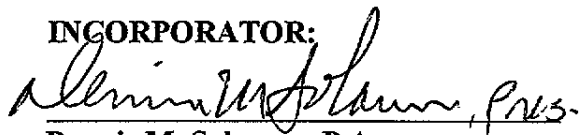
This Corporation shall have all of the powers available to corporations incorporated under the laws of the State of Florida, including, but not limited to, those set forth in Florida Statute 607.0302, 1998, as amended.

Article XI
MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors of the Corporation may participate in meetings of the Board by means of telephone conference calls and may lawfully adopt corporate resolutions by unanimous written consent of the members of the Board, as provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 4 day of August, 1999.

INCORPORATOR:


Dennis M. Solomon, P.A.

FILED
99 AUG -6 AM 8:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Dunbar Palm Beach, Inc.
2. The name and address of the registered agent and office of the corporation is:

Dennis M. Solomon, P.A.

(NAME)

1601 Belvedere Road, Suite 407 S.

(Street Address- P.O. Box not acceptable)

West Palm Beach, Florida 33406

(CITY/STATE/ZIP)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN SUCH CAPACITY. THE UNDERSIGNED FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF THE DUTIES OF THE UNDERSIGNED RELATING TO THE DESIGNATION HEREIN, AND THE UNDERSIGNED IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF HIS/ITS POSITION AS REGISTERED AGENT.

Dennis M. Solomon, P.A.

By: 

Dennis M. Solomon, President

Dated: August 4, 1999