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C T CORPORATION SYSTEM

Requestor's Name
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Address
Tallahassee, FL 32301 (850)222-1092
City State Zip Phone

CORPORATION(S) NAME

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Schooner Merger Sub, Inc.

EFFECTIVE DATE
12/20/99

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ARTICLES OF INCORPORATION
OF
SCHOONER MERGER SUB, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

ARTICLE I

NAME AND ADDRESS

- 1.1 Name. The name of the corporation is Schooner Merger Sub, Inc.
- 1.2 Address of Principal Office. The address of the principal office of the corporation is 161 Bay Street, 49th Floor, P.O. Box 700, Toronto, ON M5J 2S1. Attn: Thomas P. Dea.

ARTICLE II

DURATION

- 2.1 Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of Florida within five business days after they are executed, corporate existence shall commence upon filing by the Department of State.

ARTICLE III

PURPOSES

- 3.1 Purposes. The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE IV

CAPITAL

- 4.1 Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1000 shares, par value \$0.01 per share, designated Common Stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

- 5.1 Name and Address. The street address of the initial registered office of this corporation is 1200 South Pine Island Road, Plantation, Florida 33324, and the name of the initial registered agent of this corporation at that address is CT CORPORATION SYSTEM

ARTICLE VI

DIRECTORS

6.1 Number. This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by the bylaws.

6.2 Initial Directors. The name and address of the members of the first board of directors of the corporation is:

<u>Name</u>	<u>Address</u>
Seth M. Mersky	161 Bay Street, 49th Floor P.O. Box 700 Toronto, ON M5J2S1
Thomas P. Dea	161 Bay Street, 49th Floor P.O. Box 700 Toronto, ON M5J2S1

ARTICLE VII

BYLAWS

7.1 Bylaws. The directors of the corporation shall have the power to adopt, amend and repeal the bylaws of the corporation.

ARTICLE VIII

INCORPORATOR

8.1 Name and Address. The name and street address of the incorporator of this corporation is:

<u>Name</u>	<u>Address</u>
Michael B. Farnell, Jr.	100 Crescent Court Suite 1300 Dallas, Texas 75201

ARTICLE IX

TRANSACTIONS WITH THE CORPORATION

9.1 No contract or transaction between the corporation and one or more of its directors, officers, or stockholders or between the corporation and any person (as used

herein, "person" means any other corporation, partnership, association, firm, trust, joint venture, political subdivision, or instrumentality) or other organization in which one or more of its directors, officers, or stockholders are directors, officers, or stockholders, or have a financial interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the board or committee which authorizes the contract or transaction, or solely because his, her, or their votes are counted for such purpose, if: (i) the material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the board of directors or the committee, and the board of directors or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; (ii) the material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the stockholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the stockholders; or (iii) the contract or transaction is fair as to the corporation as of the time it is authorized, approved, or ratified by the board of directors, a committee thereof, or the stockholders. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which authorizes the contract or transaction.

ARTICLE X

INDEMNIFICATION

10.1 Indemnification. The corporation shall indemnify any person who was, is, or is threatened to be made a party to a proceeding (as hereinafter defined) by reason of the fact that he or she (i) is or was a director or officer of the corporation or (ii) while a director or officer of the corporation, is or was serving at the request of the corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise, to the fullest extent permitted under the Florida Business Corporation Act, as the same exists or may hereafter be amended ("FBCA"). Such right shall be a contract right and as such shall run to the benefit of any director or officer who is elected and accepts the position of director or officer of the corporation or elects to continue to serve as a director or officer of the corporation while this Article Tenth is in effect. Any repeal or amendment of this Article Tenth shall be prospective only and shall not limit the rights of any such director or officer or the obligations of the corporation with respect to any claim arising from or related to the services of such director or officer in any of the foregoing capacities prior to any such repeal or amendment to this Article Tenth. Such right shall include the right to be paid by the corporation expenses incurred in defending any such proceeding in advance of its final disposition to the maximum extent permitted under the FBCA, as the same exists or may hereafter be amended. If a claim for indemnification or advancement of expenses hereunder is not paid in full by the corporation within sixty (60) days after a written claim has been received by the corporation, the claimant may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim, and if successful in whole or in part, the claimant shall also be entitled to be paid the

expenses of prosecuting such claim. It shall be a defense to any such action that such indemnification or advancement of costs of defense are not permitted under the FBCA, but the burden of proving such defense shall be on the corporation. Neither the failure of the corporation (including its board of directors or any committee thereof, independent legal counsel, or stockholders) to have made its determination prior to the commencement of such action that indemnification of, or advancement of costs of defense to, the claimant is permissible in the circumstances nor an actual determination by the corporation (including its board of directors or any committee thereof, independent legal counsel, or stockholders) that such indemnification or advancement is not permissible shall be a defense to the action or create a presumption that such indemnification or advancement is not permissible. In the event of the death of any person having a right of indemnification under the foregoing provisions, such right shall inure to the benefit of his or her heirs, executors, administrators, and personal representatives. The rights conferred above shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, bylaw, resolution of stockholders or directors, agreement, or otherwise.

The corporation may additionally indemnify any employee or agent of the corporation to the fullest extent permitted by law.

As used herein, the term "proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitral, or investigative, any appeal in such an action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding.

ARTICLE XI

LIABILITY OF DIRECTORS

11.1 Liability of Directors. A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law, (iii) under Section 607.0834 of the FBCA, or (iv) for any transaction from which the director derived an improper personal benefit. Any repeal or amendment of this Article Eleventh by the stockholders of the corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the corporation arising from an act or omission occurring prior to the time of such repeal or amendment. In addition to the circumstances in which a director of the corporation is not personally liable as set forth in the foregoing provisions of this Article Eleventh, a director shall not be liable to the corporation or its stockholders to such further extent as permitted by any law hereafter enacted, including without limitation any subsequent amendment to the FBCA.

ARTICLE XII

ELECTION

12.1 Election. The corporation expressly elects not to be governed by Sections 607.0901 and 607.0902 of the FBCA.

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IN WITNESS WHEREOF, the incorporator has executed these Articles on
December 20, 1999.

Michael B. Farnell, Jr.
Michael B. Farnell, Jr.

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the above Articles of Incorporation, 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. I am familiar with and I accept the obligations of a registered agent.

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By: Connie Bryan
Date: December 21, 1999

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

FILED
99 DEC 21 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA