

# The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

William Francis Galvin  
Secretary of the  
Commonwealth

November 6, 1998

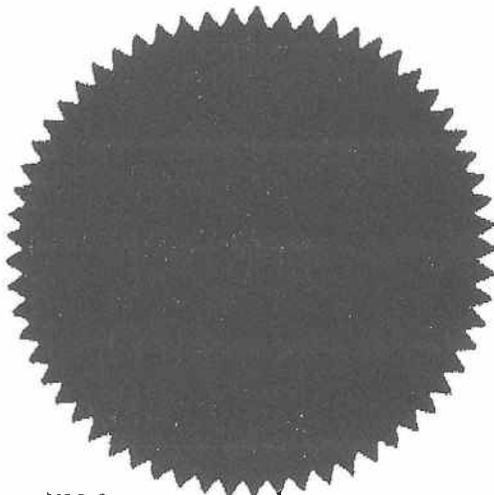
TO WHOM IT MAY CONCERN:

I hereby certify that according to the records of this office

**Marvelous Investments Limited**

is a domestic corporation organized on **November 3, 1998**, under the General Laws of the Commonwealth of Massachusetts.

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156B section 101 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



In testimony of which,  
I have hereunto affixed the  
Great Seal of the Commonwealth  
on the date first above written.

*William Francis Galvin*

Secretary of the Commonwealth

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\* This is not a tax clearance. Certificates certifying that all taxes due and payable by the corporation have been paid or provided for are issued by the Department of Revenue.

\*\* MGL Chapter 156B Section 83A provides that certain consolidations and mergers may be filed with the division within thirty days after the effective date of the merger or consolidation.

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# ARTICLE III

State the total number of shares and par value, if any, of each class of stock which the corporation is authorized to issue.

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:	200,000	Common:		
Preferred:		Preferred:		

\*See note for Article III in the Article IV Section

## ARTICLE IV

If more than one class of stock is authorized, state a distinguishing designation for each class. Prior to the issuance of any shares of a class, if shares of another class are outstanding, the corporation must provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of that class and of each other class of which shares are outstanding and of each series then established within any class.

\* Note for Article III: Stock in this corporation is to be issued in accordance with a plan adapted under the provision of 1244 of the United States IRS code.

## ARTICLE V

The restrictions, if any, imposed by the Articles of Organization upon the transfer of shares of stock of any class are:

See page 5A (Attached)

## ARTICLE VI

\*\*Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

The corporation may be a partner in any Enterprise; said corporation will have power to conduct <sup>which</sup> itself.

Stock holders meetings may be held anywhere within the continental United States (including Hawaii and Alaska),

\*\* If there are no provisions state "None".

Note: The preceding six (6) articles are considered to be permanent and may ONLY be changed by filing appropriate Articles of Amendment.

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ARTICLE VII

The effective date of organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than thirty days after the date of filing.

ARTICLE VIII

The information contained in Article VIII is not a permanent part of the Articles of Organization.

a. The street address (post office boxes are not acceptable) of the principal office of the corporation in Massachusetts is:

869 Turnpike Street, North Andover, MA (USA) 01845

b. The name, residential address and post office address of each director and officer of the corporation is as follows:

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:	Lee E. Wanta	4000 Steeles Ave.-West, Woodbridge, Ontario, Canada L4L4V9	Suite #221
Treasurer:	Charles Crowninshield	400 Main Street	Boxford, MA 01921
SECRETARY: Clerk:	Charles Crowninshield		

Directors:

<u>DIANA</u>	Lee E. Wanta	4000 Steeles Ave.-West, Suite #221 Woodbridge, Ontario, Canada L4L4V9
	John Ferro	16 Madill Street Toronto, Ontario, Canada M9P2P5
	Charles Crowninshield	400 Main St., Boxford, MA 01921
	<del>D. Anthony Mcmillan</del>	<del>C/O Temnas, 89 Main Street Andover, MA 01810</del>

c. The fiscal year (i.e., tax year) of the corporation shall end on the last day of the month of:

December 31

d. The name and business address of the resident agent, if any, of the corporation is:

ARTICLE IX

By-laws of the corporation have been duly adopted and the president, treasurer, clerk and directors whose names are set forth above, have been duly elected.

IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/we, whose signature(s) appear below as incorporator(s) and whose name(s) and business or residential address(es) are clearly typed or printed beneath each signature do hereby associate with the intention of forming this corporation under the provisions of General Laws, Chapter 156B and do hereby sign these Articles of Organization as incorporator(s) this 2nd day of NOVEMBER, 1998

Charles Crowninshield - Clerk  
POB 5021 D. Anthony Mcmillan  
Andover, MA 01810

Note: If an existing corporation is acting as incorporator, type in the exact name of the corporation, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said corporation and the title he/she holds or other authority by which such action is taken.

To purchase, to received by way of gift, subscribe for, invest in, and in all other ways acquired import, lease, possess, maintain, handle on consignment, conduct, perform, make, borrow guarantee, maintain, handle on consignment, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lent, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways (whether like or unlike any of the foregoing), deal in and with property of every kind and character, real, personal or mixed, tangible or intangible, wherever situated and however hold, including, but not limited to, money, credits, securities, stocks, paper and other obligations and evidences of interest in or indebtedness of any person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind and character of personal property, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenance thereto, including, but not limited to, mineral, oil, gas and water rights, all or any part of any going business and its incidents, franchises, subsidies, charters, concessions, grant, rights, all or any part of any going business and its incidents, franchises, subsidies, charters, concessions, granted, rights, powers or privileges, granted or conferred by any government or subdivision or exercise in respect thereof all of the rights, powers, privileges, and immunities of individual owners or holders thereof.

To hire and employ agents, servants and employee, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor or otherwise, either alone or in company with others.

To promote or aid in any manner, financially or otherwise, any person firm, association or corporation, and to guarantee contracts and other obligations.

To let concessions to other to do any of the things that this corporation is empowered to do, and to enter into, make, perform and carry out, contracts and arrangements of every kind and character with any person, firm, association, or corporation, or any government or authority or subdivision or agency thereof.

To carry on any business whatsoever that this corporation is empowered to convenient in connection with any the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improved the interests of this corporation, and to do all things specified in General Laws (Ter. Ed.) Chapter 156B, and to have and to exercise all powers pursuant to which, and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural person might or could do, either alone or in connection with other persons, firms, associations or corporations, and in any part of the world.

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Corporation, and to do all things specified in General Laws (Ter. Ed.), Chapter 156B, and to have and to exercise all powers conferred by the laws of the state of Massachusetts on corporations formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations or corporations, and in any part of the world.

The foregoing statement of purpose shall be construed as a statement of both purposes and powers, shall be liberally construed in aid to the powers of this corporation, and the powers purposes, stated in each clause shall, except where otherwise stated, be in nowise limited or provision of any other clause, shall be regarded not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

Any stockholder, including the heirs, assigns, executors or administrators of a deceased stockholder, desiring to sell or transfer such stock owned by him or them, shall first offer it to the corporation through the Board of Directors, In the following manner:

He shall notify the directors of his desire to sell or transfer by notice in writing, which notice shall contain the price at which he is willing to sell or transfer and the name of one arbitrator. The directors shall within sixty days thereafter either accept the offer, or by notice to him in writing name a second arbitrator, and these two shall name a third. It shall then be the duty of the arbitrators, to ascertain the value of the stock, and if any arbitrator shall neglect or refuse to appear at any meeting appointed by the arbitrators, a majority may act in the absence of such arbitrator.

After the acceptance of the offer, or the report of the arbitrators as to the value of the stock, the directors shall have sixty days within which to purchase the same at such valuation, but if at the expiration of sixty days, the corporation shall not have exercised the right so to purchase, the owner of the stock shall be at liberty to dispose of the same in any manner he may see fit.

No shares of stock shall be sold or transferred on the books of the corporation until these provisions have been complied with, but the Board of Directors may in any particular instance waive the requirement.

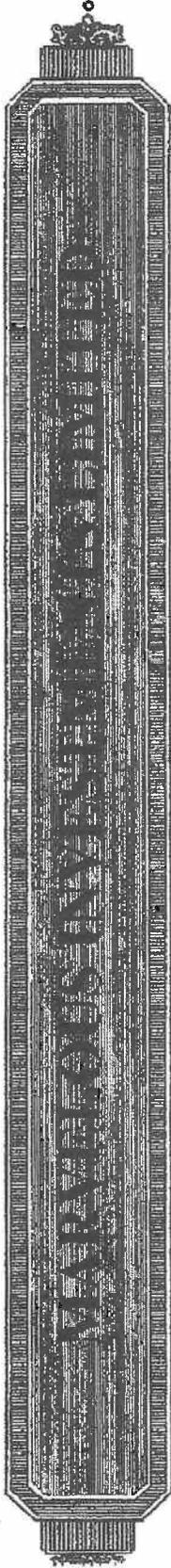
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INCORPORATED UNDER THE LAWS OF THE COMMONWEALTH OF MASSACHUSETTS

200,000 \*\*\*



See Statute for  
Certain Definitions

This is to Certify that \_\_\_\_\_ is the owner of

TWO HUNDRED THOUSAND ----- 200,000 -----

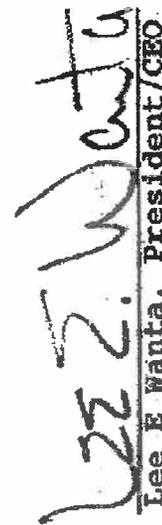
*fully paid and non-assessable shares of the above Corporation transferable only on the books of the Corporation by the holder hereof in person or by duly authorized Attorney upon surrender of this Certificate properly endorsed.*

*Witness, the seal of the Corporation and the signatures of its duly authorized officers.*

Dated NOVEMBER 3, 1998

  
Charles E. Crowninshield, Secretary



  
Lee E. Wanta, President/CEO