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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : ACKERMAN, LINK & SARTORY, P.A.
Account Number : 110435002274
Phone : (561) 838-4100
Fax Number : (561) 838-5305

FLORIDA PROFIT CORPORATION OR P.A.

C-MAC Melbourne, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
C-MAC MELBOURNE, INC.

ARTICLE I
NAME

The name of the corporation is C-MAC Melbourne, Inc.

ARTICLE II
DURATION

The corporation shall have a perpetual existence.

ARTICLE III
PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV
ADDRESS

The principal place of business of the corporation shall be:

1601 Hill Avenue
West Palm Beach, Florida 33407

The street address of the corporation shall be:

1061 Hill Avenue
West Palm Beach, Florida 33407

Wendy Sartory Link, Esq.
Ackerman, Link & Sartory, P.A.
222 Lakeview Avenue
Suite 1250
West Palm Beach, Florida 33401
(561) 838-4100

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ARTICLE V
CAPITAL STOCK

The corporation is authorized to issue One Hundred Million (100,000,000) Shares of One Cent (\$.01) par value per share common stock.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is c/o Ackerman, Link & Sartory, P.A., 222 Lakeview Avenue, Suite 1250, West Palm Beach, Florida 33401, and the name of the initial registered agent of the corporation at the address is Wendy Sartory Link, Esquire.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one (1). The name(s) and address(es) of the initial director(s) of the corporation is/are listed below:

Dennis Wood

C-MAC Industries, Inc.
1010 Sherbrooke West, Suite 1610
Montreal, Quebec, Canada H3A-2R7

ARTICLE VIII
INCORPORATOR(S)

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

Wendy Sartory Link

Ackerman, Link & Sartory, P.A.
222 Lakeview Avenue, Suite 1250
West Palm Beach, Florida 33401

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ARTICLE IX
POWERS

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE X
INDEMNIFICATION

Provided the person proposed to be indemnified is not shown to have not satisfied the requisite standard of conduct for permissive indemnification by a corporation as specifically set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as may be amended from time to time, this corporation shall indemnify its officers and directors, or any former officers or directors, to the fullest extent permitted by law, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceedings, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, the personal and other legal representatives of such person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

ARTICLE XI
AMENDMENT

The 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 shareholder(s) is subject to this reservation.

ARTICLE XII
BYLAWS

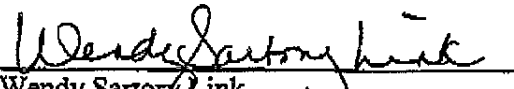
The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

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IN WITNESS WHEREOF, the undersigned has set his hand on this 20th day of December,
2000.


Wendy Sartory Link

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

The following is submitted in accordance with the requirements of Chapter 48.091, Florida Statutes:

C-MAC Melbourne, Inc., desiring to organize under the laws of the State of Florida with its registered office address, as indicated in the Articles of Incorporation, as c/o Ackerman, Link & Sartory, P.A., 222 Lakeview Avenue, Suite 1250, West Palm Beach, Florida 33401 has named Wendy Sartory Link, Esquire, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named as Registered Agent and to accept service of process for the above-stated Corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, F.S., relative to keeping open said office.

DATED this 20th day of December, 2000.


Wendy Sartory Link, Esquire

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for C-MAC Melbourne, Inc., a Florida corporation (the "Corporation"), in the foregoing Articles of Incorporation, I, on behalf of the Corporation, hereby state I am familiar with and agree to accept the duties and responsibilities as registered agent for said Corporation and to comply with any and all Florida Statutes relative to complete and proper performance of the duties for registered agent.

DATED: December 20, 2000

REGISTERED AGENT:

By: Wendy Sartory Link
Wendy Sartory Link, Esquire

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