

FROM : F. LAMOTHE SR. ACCOUNTANT USA PHONE NO. : (954) 768-9775 FAX # : 03 1997 02:52PM P2

4/02/97
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FLORIDA DIVISION OF CORPORATIONS

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((H97000005460 5))

TO: DIVISION OF CORPORATIONS
(904)922-4001

FAX #:

FROM: FERNAND LAMOTHE, INC.
105057001570

ACCT#:

CONTACT: FERNAND LAMOTHE
PHONE: (954) 768-9548
(954) 768-9775

FAX #:

NAME: F.T. CONSTRUCTION (U.S.A.) INC.
AUDIT NUMBER.....H97000005460
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 3
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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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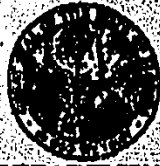
ENTER SELECTION AND <CR>:

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97 APR -3 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER APR 3 1997

9041822-3709

04/03/97 07:51 Florida Department pl /1



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 3, 1997

FERNAND LAMOTHE, INC.

SUBJECT: F. T. CONSTRUCTION (U.S.A.) INC.
REF: W97000007713

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6919.

Beth Register
Corporate Specialist Supervisor

FAX Aud. #: H97000005460
Letter Number: 297A00016719

FAX AUDIT # H97000005480.5

**ARTICLES OF INCORPORATION
OF
F. T. CONSTRUCTION (U.S.A.) INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be " **F. T. CONSTRUCTION (U.S.A.) INC.**".

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation is 721 S.E. 17th Street, Fort Lauderdale, Florida, 33316.

ARTICLE III CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is Hundred Thousand (100,000) shares of Common Stock, par value \$1.00 per share.

ARTICLE IV PURPOSE

The Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

Fernand Lamothe
721 S.E. 17th Street
Fort Lauderdale, Fl. 33316
(954) 768-9548

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ARTICLE V INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is: Fernand Lamothe, 721 S.E 17Th Street, Fort Lauderdale, Florida 33316.

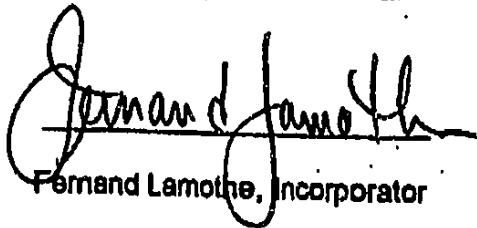
ARTICLE VI INCORPORATOR

The name and street address of the Incorporator to these Article of Incorporation is:

Fernand Lamothe
721 S.E 17Th Street.
Fort Lauderdale, Florida 33316

The Corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one (1). The name and address of the initial Director Yvan Freppier, 545 Road # 249 North, C.P. 92, Winsor, Quebec, J1S 2L7, Canada.

The undersigned has executed these Articles of Incorporation this 2nd day of April, 1997.


Fernand Lamothe, Incorporator

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FROM : F. LAMOTHE CA. ACCOUNTANT*USA** PHONE NO. : 954 768 9775

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CERTIFICATE DESIGNATING THE ADDRESS

AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

Having been named to accept service of process for Corporation, at the place designated in its Articles of Incorporation, I agree to act in this capacity and to comply with the provisions of Section 607.0505 of the Florida Statutes.

Dated: April 2nd, 1997.


FERNAND LAMOTHE
Registered Agent

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