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TRANSMITTAL LETTER

**TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS**

SUBJECT: Serbrie Ltée 72991-4
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Bertrand Gingras
(Name of Person)

Serbrie Ltée
(Firm/Company)

645 Cr. Cusson
(Address)

St- Bruno P.O. Canada J3V-6G1
(City, State and Zip Code)

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DIVISION OF CORPORATIONS

Should you need to call someone concerning this matter, please call:

Bertrand Gingras at (514) 441-5107
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Registration Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Registration Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACT BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:**

Serbrio Ltac

1. Serbrio Ltac
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Canada 3. 98-0156495
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 18 July 1978 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 01/Jan/1996
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.)

7. US Branch 2395 NE 135 Lane North Miami Zip 33181 Dade
Head Office 645 Cr Cusson St-Bruno P.Q Canada J3V-6G1
(Current mailing address)

8. Construction Branch
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

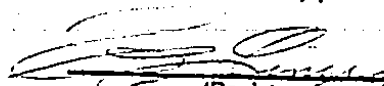
9. Name and street address of Florida registered agent:

Name: Bertrand Gingras

Office Address: 2395 NE 135 Lane
North Miami Dade, Florida, 33181
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Bertrand Gingras
Address: 2395 NE 135 Lane
North Miami Dade Zip Code 33181

Vice Chairman: _____
Address: _____

Director: _____
Address: _____

Director: _____
Address: _____

B. OFFICERS

President: Bertrand Gingras
Address: 645 Cr Cusson St-Bruno P.Q J3V-6G1 Canada


Vice President: Pauline Murphy
Address: 778 Amazone Marco Island US
Zip Code 33937

Secretary: Pauline Murphy
Address: 778 Amazone Marco Island US
Zip Code 33937

Treasurer: Pauline Murphy
Address: 778 Amazone Marco Island Us
778 Amazone Marco Island US

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Bertrand Gingras President & Chairman
(Typed or printed name and capacity of person signing application)



Industry Canada Industrie Canada

Canada Business Corporations Act Loi canadienne sur les sociétés par actions

I HEREBY CERTIFY THAT THE ATTACHED IS A TRUE COPY OF THE DOCUMENT MAINTAINED IN THE RECORDS OF THE DIRECTOR.

JE CERTIFIE, PAR LES PRÉSENTES, QUE LE DOCUMENT CI-JOINT EST UNE COPIE EXACTE D'UN DOCUMENT CONTENU DANS LES LIVRES TENUS PAR LE DIRECTEUR.

Cherie M. Collins

DEPUTY DIRECTOR / DIRECTEUR ADJOINT

DATE



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Certificate of Incorporation

**Canada Business
Corporations Act**

Certificat d'Incorporation

**Loi sur les corporations
commerciales canadiennes**

SERDRIE LTEE

Name of Corporation - Nom de la corporation

72991-4

Number - Numéro

I hereby certify that the above-mentioned Corporation, the Articles of Incorporation of which are attached, was incorporated under the Canada Business Corporations Act.

Je certifie par les présentes que la corporation mentionnée ci-haut, dont les statuts d'incorporation sont joints, a été constituée en corporation en vertu de la Loi sur les corporations commerciales canadiennes.

Director - Directeur Adjoint

1e 18 juillet 1978

Date of Incorporation - Date d'incorporation

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UNIFORM BUSINESS
CORPORATIONS ACT

FORM 1

ARTICLES OF INCORPORATION
(SECTION 6)

LOI SUR LES CORPORATIONS
COMMERCIALES CANADIENNES

FORMULE 1

STATUTS D'INCORPORATION
(ARTICLE 6)

Name of Corporation

SERBRIE L'TEE

Nom de la corporation

2 - The place in Canada where the registered office is to be situated

St-Elie d'Orford, P.Q.

Lieu au Canada où doit être situé le siège social

3 - The classes and any maximum number of shares that the corporation is authorized to issue.

Actions ordinaires, nombre indéterminé

Categories et tout nombre maximal d'actions que la corporation est autorisée à émettre

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4 - Restrictions if any on share transfers

- 1) Toute invitation au public pour la souscription d'actions est interdite.
- 2) Le nombre d'actionnaires de la compagnie est limité à cinquante actionnaires, non compris ses employés ou ceux qui ont déjà été à son emploi.

Restrictions sur le transfert des actions, s'il y a lieu

5 - Number (or minimum and maximum number) of directors

Maximum 5, minimum 1

Nombre (ou nombre minimum et maximum) d'administrateurs

6 - Restrictions if any on business the corporation may carry on

Aucune

Restrictions imposées quant aux entreprises que la corporation peut exploiter, s'il y a lieu

7 - Other provisions if any

" Nonobstant les dispositions de l'article 183 de la L.C.C.C. la corporation pourra hypothéquer, nantir, "Mortgager", ses biens meubles et immeubles, présents et futurs, le tout en conformité avec les dispositions des lois provinciales, et plus particulièrement en vertu de la loi sur les pouvoirs spéciaux des corporations de la Province de Québec".

Autres dispositions s'il y a lieu

8 - Incorporators

Fondateurs

Names - NOMS

Address (include postal code)
Adresse (inclure le code postal)

Signature

Bertrand Gingras

2120, Route 220, St-Elie d'Orford,
P.Q.