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00 OCT 18 AM 8:39

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Secretary of State  
Corporate Records Bureau  
Division of Corporations  
Department of State  
PO Box 6327  
Tallahassee, FL 32314

EFFECTIVE DATE

10/17/00

Re: The Russell Group, Inc.

Gentlemen:

Enclosed please find the original and one copy of the proposed Articles of Incorporation for the above referenced corporation. Please approve and file the original and certify the copy for our file.

Also enclosed is our check payable to you office in the amount of \$78.75 to cover incorporation charges as follow:

Filing Fee	35.00
Designation of Registered Agent	35.00
Certified Copy of Articles	<u>8.75</u>
Total	78.75

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-09/29/00--01101--006  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Enclosures

W-23930 PA 10/19/00  
PA 10/3/00



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

October 3, 2000

EDWARD RUSSELL  
1440 S PELHAM ST  
FONTHILL, ONTARIO, CA LOSLEO,

SUBJECT: THE RUSSELL GROUP, INC.  
Ref. Number: W00000023930

We have received your document for THE RUSSELL GROUP, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

Please return the original and one copy of 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 (850) 487-6915.

Pamela Hall  
Document Specialist

Letter Number: 200A00052298

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THE OFFICE  
OF EDWARD  
D. RUSSELL  
ARCHITECT

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Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee Florida  
32314

Re: The Russell Group Inc.  
Reference Number W00000023930

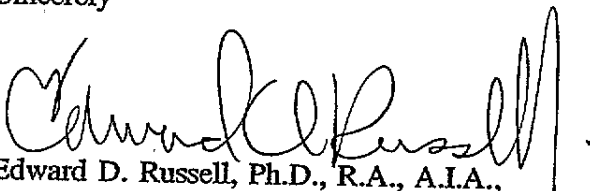
Dear Sir:

Enclosed is the original copy of the document corrected for the effective date.

I may be reached at 716-881-3697. The resident agent Jack Bichsel may be reached at 813-784-8225.

Please advise if this information is satisfactory.

Sincerely



Edward D. Russell, Ph.D., R.A., A.I.A.,  
Principal

EDR\flt

ARTICLES OF INCORPORATION

OF

The Russell Group, Inc.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

10/17/00

The undersigned, acting as incorporator of  
The Russell Group, Inc., under

the Florida General Corporation Act, adopts the following  
Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:

The Russell Group, Inc.

ARTICLE II. DURATION

This corporation shall have a perpetual existence.

commencing on ~~September 1, 2000~~ OCTOBER 17, 2000

ARTICLE III. PURPOSE

The general purpose or purposes for which the  
corporation is organized are as follows:

(a) To engage in every aspect and phase of the  
business of Architecture, Planning, Project Development  
Consulting

(b) To transact any and all other lawful business for  
which a business may be incorporated under the Florida General  
Corporation Act.

ARTICLE IV. AUTHORIZED SHARES:

The maximum number of shares that the corporation is authorized to have outstanding at any one time is 1000 shares of common stock having a par value of \$ 1 per share. The consideration to be paid for each share shall be as fixed by the Board of Directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or service actually performed for the corporation with a value, in the judgment of the Directors, equivalent to or greater than the full par value of the shares.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 790 Hickory Lane  
Palm Harbor, Florida 34683, and the name of the corporation's initial registered agent at that address is Jack Bichsel  
The registered office & principal office are the same.

ARTICLE VI. INITIAL BOARD OF DIRECTORS:

The corporation shall have 2 initial Directors. The number of Directors may be either increased or diminished from time to time, as provided in the Bylaws, but shall never be less than one. The names and addresses of the initial Directors are:

(NAME)  
(Address)  
(City & State)

Edward Russell  
1440 S. Pelham Street  
Fonthill, Ontario, Canada Losleo

Francis Russell  
1440 S. Pelham Street  
Fonthill, Ontario, Canada Losleo

ARTICLE VII. INCORPORATORS:

The name and address of the incorporator is:

Edward Russell

1440 S. Pelham Street

Pontheill, Ontario, Canada L0S1E0

ARTICLE VIII. PREEMPTIVE RIGHTS

Each stockholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof, a pro rata portion of:

(1) Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the articles of incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or lease thereof; or

(2) Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or

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instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

ARTICLE IX. BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and Shareholders, except that 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.

ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on Shareholders herein are granted and subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the Board of Directors. Thereafter, every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholder's meeting by the holders of a majority of the shares entitled to vote thereon or in such other manner as may be provided by law.

Article XI: Acceptance of Designated  
Registered Agent

  
Edward Russell, As Incorporator

I hereby accept the designation as Resident Agent of The Russell Group, Inc. as set forth in the Articles of Incorporation.

  
Jack Bichsel

STATE OF FLORIDA  
COUNTY OF Hillsborough

BEFORE ME, the undersigned authority, personally  
appeared Edward Russell, known to  
me and known by me to be the person who executed the foregoing  
Articles of Incorporation, and he acknowledged before me that he  
subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the State and  
County named above this 20 day of SEPTEMBER, 2000.

Cheryl Milette  
Notary Public,  
My Commission expires:

**CHERYL MILETTE, Clerk,**  
Town of Pelham a Commissioner,  
for taking Affidavits in the  
Regional Municipality of Niagara