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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 877205 7229106

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : October 26, 2000

ORDER TIME : 11:42 AM

ORDER NO. : 877205-005

CUSTOMER NO: 7229106

CUSTOMER: Monica Miller, Legal Asst
Simon, Sigalos & Spyredes

Suite 100-d
4800 North Federal Highway
Boca Raton, FL 33431

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 OCT 26 PM 1:46

DOMESTIC FILING

NAME: LMPS INVESTMENTS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sandra Mathis - EXT. 1165

EXAMINER'S INITIALS:

RECEIVED
00 OCT 26 PM 12:01
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

LMPS INVESTMENTS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 OCT 26 PM 1:46

The undersigned incorporator hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

LMPS INVESTMENTS, INC.

The address of the principal office of this corporation shall be 800 Rene-Lenesque Blvd. West, Suite 2220, Montreal, Canada H3-B1-9 and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

The corporation may engage or transact in any or all lawful activities or business consistent with the nature of the business set forth herein, being an investment company, and permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT/ADDRESS

The street address of the initial registered office of the corporation shall be c/o Simon, Sigalos & Spyredes, P.A., 4800 North Federal Highway, Suite 100-D, Boca Raton, Florida 33431 and the name of the initial registered agent and address of the registered agent shall be Anastasios Tom Spyredes, Esq., 4800 North Federal Highway, Suite 100-D, Boca Raton, Florida 33431.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

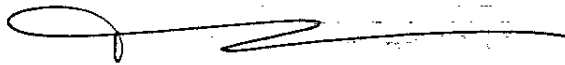
ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one or more Directors.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Anastasios Tom Spyredes, Esq., c/o Simon, Sigalos & Spyredes, P.A., 4800 North Federal Highway, Suite 100-D, Boca Raton, Florida 33431.

The undersigned has executed these Articles of Incorporation this 25th day of October 2000.



Anastasios Tom Spyredes, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **LMPS INVESTMENTS, INC.**

2. The name and address of the registered agent and office is:

Anastasios Tom Spyredes, Esq.,
c/o Simon, Sigalos & Spyredes, P.A.,
4800 North Federal Highway,
Suite 100-D,
Boca Raton, Florida 33431.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 OCT 26 PM 1:46

October 26th, 2000.

BY: _____

Anastasios Tom Spyredes

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 THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.