

P00000113714



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 928322 121767A

AUTHORIZATION :

*Patricia Pizutto*

COST LIMIT : \$ 70.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 DEC 12 PM 4:18

ORDER DATE : December 12, 2000

ORDER TIME : 2:02 PM

ORDER NO. : 928322-005

000003497840--3

CUSTOMER NO: 121767A

CUSTOMER: Ms. Heather Irving  
Karp & Genauer, P.a.

Suite 1202  
2 Alhambra Plaza  
Coral Gables, FL 33134

DOMESTIC FILING

NAME: QRF ENGINEERING INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2000 DEC 12 PM 2:29  
SUPPLEMENTAL FILING

*JS 12/12/00*

**ARTICLES OF INCORPORATION  
OF  
QRF ENGINEERING INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 DEC 12 PM 4: 18

The undersigned subscriber to these Articles of Incorporation, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I  
NAME**

The name of the corporation is QRF ENGINEERING INC.

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the corporation's principal office is 501 Clements Road W., Suite 1, Ajax, Ontario L1S 7H4 and the corporation's mailing address is 501 Clements Road W., Suite 1, Ajax, Ontario L1S 7H4.

**ARTICLE III  
DURATION AND COMMENCEMENT OF CORPORATE EXISTENCE**

The corporation shall exist perpetually. The corporate existence shall commence upon filing of these Articles of Incorporation with the Department of State.

**ARTICLE IV  
NATURE OF BUSINESS**

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

**ARTICLE V  
CAPITAL STOCK**

The corporation is authorized to have outstanding one class of stock, to be designated as Common Stock. The maximum number of shares of Common Stock which the corporation is authorized to have outstanding is Ten Thousand (10,000) shares of Common Stock having a par value of \$1.00 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Each Holder of

Common Stock shall have a preemptive right to acquire its pro rata share of any capital stock, or any instrument convertible into capital stock issued by the corporation.

ARTICLE VI  
INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the corporation is Alhambra Registered Agents, Inc. The street address of the initial registered office of the corporation in the State of Florida is c/o Karp & Genauer, P.A., 2 Alhambra Plaza, Suite 1202, Coral Gables, Florida 33134.

ARTICLE VII  
INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is Alhambra Registered Agents, Inc., c/o Karp & Genauer, P.A., 2 Alhambra Plaza, Suite 1202, Coral Gables, Florida 33134.

ARTICLE VIII  
BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX  
INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, the Incorporator, and any officer or director of the corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 11th day of December, 2000.

ALHAMBRA REGISTERED AGENTS, INC., a  
Florida corporation

By: \_\_\_\_\_

Martin J. Genauer, Vice President

**CERTIFICATE OF DESIGNATION AND  
ACCEPTANCE OF REGISTERED AGENT**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 DEC 12 PM 4:18

QRF ENGINEERING INC. , a Florida corporation, desiring to organize as a corporation pursuant to Florida Statutes has named Alhambra Registered Agents, Inc., c/o Karp & Genauer, P.A., 2 Alhambra Plaza, Suite 1202, Coral Gables, FL 33134, as its registered agent within the State.

Having been named registered agent and to accept service of process for the above-stated corporation at the place designated in the Articles and shown above, the undersigned hereby accepts the appointment as registered agent, agrees to act in that capacity and further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of the position of registered agent.

ALHAMBRA REGISTERED AGENTS, INC.

By: 

Martin J. Genauer, Vice President

E:\DATA\MJG\20\docs-corp\art-inc.001