

CT CORPORATION SYSTEM

CORPORATION(S) NAME

CGI Florida Corporation

300003707429--2

02/16/01 01058-016

*****70.00 *****70.00

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| <input checked="" type="checkbox"/> Profit - Articles | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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Name _____
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Document _____
Examiner _____
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Verifier _____
W.P. Verifier _____

2/15/01

2/16/01

Order#: 3607131

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Amount: \$ _____

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED
01 FEB 16 PM 12:01

WITH FEB 16 2001

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

ARTICLES OF INCORPORATION

OF

CGI FLORIDA CORPORATION

Pursuant to §607.0202 of the
Florida Business Corporation Act

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Article I

Name

The name of the corporation is CGI Florida Corporation.

Article II

Purpose

This Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

Article III

Capital Stock

- 3.1 This Corporation is authorized to issue One Thousand (1,000) shares, of which 500 shares shall be shares of common stock, par value \$0.10 per share and 500 shares shall be shares of preferred stock, par value \$0.10 per share.
- 3.2 (a) The Board of Directors is expressly authorized, to provide, by resolution and by filing Articles of Amendment to these Articles of Incorporation (which, pursuant to Section 607.0602(4) of the FBCA shall be effective without shareholder action), for the issuance from time to time of the shares of the Preferred Stock in one or more series, to establish from time to time the number of

shares to be included in each such series, and to fix the designations, preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms and conditions of redemption relating to the shares of each such series. The authority of the Board of Directors with respect to each series of Preferred Stock shall include, but not be limited to, setting or changing the following:

- (i) the dividend rate, if any, on shares of such series, the times of payment and the date from which dividends shall be accumulated, if dividends are to be cumulative;
- (ii) whether the shares of such series shall be redeemable and, if so, the redemption price and the terms and conditions of such redemption;
- (iii) the obligation, if any, of the Corporation to redeem shares of such series pursuant to a sinking fund;
- (iv) whether shares of such series shall be convertible into, or exchangeable for, shares of stock of any other class or classes and, if so, the terms and conditions for such conversion or exchange, including the price or prices or the rate or rates of conversion or exchange and the terms of adjustment, if any;
- (v) whether the shares of such series shall have voting rights, in addition to the voting rights provided by law, and, if so, the extent of such voting rights;
- (vi) the rights of the shares of such series in the event of voluntary or involuntary liquidation, dissolution or winding-up of the Corporation; and

- (vii) any other relative rights, powers, preferences, qualifications, limitations or restrictions thereof relating to such series.
- (viii) (b) In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of Preferred Stock of each series shall be entitled to receive only such amount or amounts as shall have been fixed by the Articles of Amendment to these Articles of Incorporation or by the resolution or resolutions of the Board of Directors providing for the issuance of such series.

Article IV

Principal Office / Mailing Address of Corporation

The street address of the initial principal office and mailing address of this Corporation are:

c/o Laurent Assaya, Attorney
Fried, Frank, Harris, Shriver & Jacobson
1 New York Plaza
New York, NY 10004

Article V

Initial Registered Office and Agent

The initial registered agent and the street address of the initial registered office of this Corporation in the State of Florida are:

CT Corporation System
1200 South Pine Island Road
City of Plantation, Florida 33324

Article VI

6.1 Initial Board of Directors.

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by an amendment to the By-Laws duly adopted by the shareholders or the directors but shall never be less than one. The name and address of the initial director of this corporation is:

Name : André Imbeau
Address: 1130 Sherbrooke Street West
 5th Floor
 Montréal, Québec
 Canada, H3A 2M8

6.2 Personal Liability of Directors.

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of duty of care or other duty as a director, except as provided by Section 607.0831 of the FBCA. If the FBCA is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as amended. In the event that any of the provisions of this Article (including any provision within a single sentence) are held by a court of competent jurisdiction to be invalid, void or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

Article VII

Incorporators

The name and address of the person signing these Articles are:

Melaine Francis
CT Corporation System
111 Eighth Avenue
New York, NY 10011

Article VIII

Powers

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article IX

Amendment

These corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator and Registered Agent have executed these Articles of Incorporation this 14th day of February, 2001.

Melaine Francis

CT Corporation System
Incorporator

THE UNDERSIGNED, named as the registered agent in Article V of these Articles of Incorporation, hereby accepts the appointment as such registered agent, agrees to act in this capacity, and acknowledges that it is familiar with, and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act, including specifically Section 607.0505 this 14th day of February, 2001.

CT Corporation System
Registered Agent

Patrick A. Nolan

By: Patrick A. Nolan
Title: Assistant Secretary

FEB 16 2001
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SECRETARY OF STATE
TALLAHASSEE FLORIDA