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LAZARUS CORPORATE FILING SERVICE

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000005222540-6

-04/09/02--01028--008

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02 APR -9 AM 11:54
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
02 APR -9 AM 10:46
DIVISION OF CORPORATION

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. EGIS-SCETAURUTE, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

4/9/02
Examiner's Initials

ARTICLES OF INCORPORATION
OF

EGIS-SCETAURROUTE, INC.

ARTICLE I

NAME:

The name of this corporation is:

EGIS-SCETAURROUTE, INC.

ARTICLE II

PURPOSE:

The purpose of this corporation is to perform, either by itself or in joint ventures in the with other outfits, all kinds of engineering work, including, but not limited to, civil engineering, design, design-build, (comprising, road, tunnel, bridges and ports), engineering work, availing itself of its potentiality of obtaining the help of the engineering resources of Scetauroute, S.A., (France), and, in general, of the Egis group of companies. Besides, this corporation may engage in any lawful business for which a corporation may be incorporated in the State of Florida.

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ARTICLE III
CAPITAL STOCK

This corporation is authorized to issue 1,000,000 shares of common stock of \$0.01 par value each.

ARTICLE IV
PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE V
RESTRICTIONS ON TRANSFER OF SHARES

The bylaws of this corporation may impose restrictions on the transfer or registration of its shares for any reasonable purpose and such restrictions shall be binding on the holder or a transferee of the holder, pursuant to Section 607.0627 of the Florida Business Corporation Act, as presently enacted.

ARTICLE VI
MAIN PLACE OF BUSINESS

The main office and mailing address of this corporation is:

780 NW LeJeune Road / Suite 423
Miami, Florida 33126-5536

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office, and mailing address thereof is: 780 NW LeJeune Road / Suite 423, Miami, Florida 33126-5536, and the Registered Agent is: ROLANDO A. AMADOR, at the same address.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The corporation shall have the number of directors specified in the by-laws. The number of directors may be either increased or decreased from time to time, in the manner provided in the by-laws.

ARTICLE IX

INCORPORATORS

The name and addresse of the person signing these articles is:

Name

EGIS INGENERIE

Street Address:

11, avenue du Centre
Saint-Quentin-en-Yvelines
78286 Guyancourt Cedex
France

ARTICLE X

OFFICERS

This corporation shall have the officers described in its by-laws or appointed by the board of directors in accordance with the by-laws.

ARTICLE XI

BY-LAWS

The power to adopt, alter, amend or repeal by-laws, shall be vested in the Board of Directors.

The power to adopt initial by-laws corresponds to the incorporators, or to the first Board of Directors. The power to amend the initial by-laws corresponds to the Board of Directors, but only the shareholders may adopt emergency by-laws.

ARTICLE XII

NOTICE TO AND FROM SHAREHOLDERS

This corporation may give oral notice in any case where notice to shareholders, directors or officers is required or convenient, but notice to this corporation shall always be in writing, in the manner set forth in Section 607.0141 of the Florida Business Corporation Act, as presently enacted.

ARTICLE XIII

PROCEDURE IN CASE OF DEADLOCK

In case of deadlock in any decision to be made by the Board of Directors and/or the shareholders, no director or shareholder shall seek the dissolution of the corporation, but, instead, the dispute shall be submitted for decision to a panel of three persons who are either attorneys or certified public accountants, authorized to practice in Florida; two of such persons shall be selected, one each, by the parties in deadlock; the third shall be chosen by the two persons selected by the parties in deadlock. If any party refuses to appoint the attorney or certified public accountant, such party may petition the Dade County Bar Association and/or the Dade County CPA Association to nominate, in the stead of the non-nominating party, an attorney or attorneys or certified public accountant(s), and the attorneys or certified public accountant so nominated shall be considered as nominated by the party or parties which have refused or neglected to nominate pursuant to this Article.

The Decision of this panel shall be binding on the corporation, its directors, officers, and shareholders and shall be considered the act of the board of directors and/or the shareholders. The Corporation shall bear the cost incurred in the selection and functioning of the panel and shall save its members harmless and always indemnified from any liabilities incurred as a consequence of the performance of their

duties, including those arising out of negligence.

ARTICLE IX

DATE OF COMMENCEMENT

The effective date of this corporation is the date of filing by the Secretary of State.

IN WITNESS WHEREOF, the undersigned incorporator has executed the Articles of Incorporation, this 8th day of April, 2002.

EGIS INGENIERIE (a French Corporation)

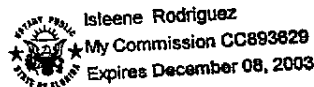
By: [Signature]
Rafael Garcia-Toledo

State of Florida)
) SS:
County of Miami-Dade)

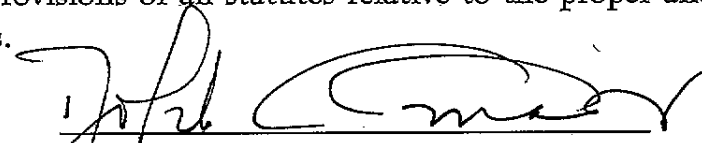
BEFORE ME, the undersigned authority, personally appeared RAFAEL GARCIA-TOLEDO, who is personally known to me to be the person who executed the foregoing Articles of Incorporation on behalf of Egis Ingenierie, and he acknowledged before me that he executed same, this 8th day of April, 2002.

[Signature]
Notary Public, State of Florida
Printed Name: Isleene Rodriguez

My commission expires:



HAVING BEEN NAMED to accept service of process for the above stated corporation at the place designated above, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE FLORIDA