

PO 2000074639
FRAZIER, HOTTE & ASSOCIATES, P.A.
ATTORNEYS AT LAW

ROBERT W. FRAZIER, Jr., Esq.
JOHN F. HOTTE, Esq.

Of Counsel:
Me DANIEL HOTTE*, LLL
*admitted to practice
only in the Province
of Quebec, Canada

July 1, 2002

900006249259--1
-07/08/02--01046--014
*****87.50 *****87.50

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

IN RE: DESSAU-SOPRIN CAN-AMERICAN USA, INC.

Dear Sir or Madam:

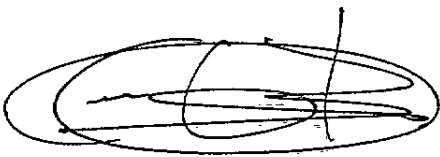
Enclosed herewith please original Articles of Incorporation for DESSAU-SOPRIN CAN-AMERICAN USA, INC., along with this Firm's check in the amount of \$87.50, representing \$70.00 for filing fee, \$8.75 for a Certified Copy of the Articles and \$8.75 for a Certificate of Incorporation.

Please return a Certified Copy of the Articles, after filing, to the undersigned.

Should you require further assistance or have any questions or comments regarding the foregoing, please do not hesitate to contact me.

Thank you for your courtesies.

Very truly yours,
FRAZIER, HOTTE & ASSOCIATES, P.A.



John F. Hotte, Esq.

JFH:amd

Enclosures

Q:\docs\Annemarie\CORPORATE\Dessau-Soprin\Articles.frm

FILED
02 JUL -8 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

gk 7/10

ARTICLES OF INCORPORATION
OF
DESSAU-SOPRIN CAN-AMERICAN USA, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation shall be:

DESSAU-SOPRIN CAN-AMERICAN USA, INC.

The address of the principal office of this Corporation shall be 11555 Heron Bay Boulevard, Suite 200, Coral Springs, Florida 33075, and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

The purpose of this Corporation is to engage or transact any or all lawful activities or business 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 1,000,000 shares of common stock having a \$10.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the Corporation shall be 2400 East Commercial Boulevard, Suite 826, Fort Lauderdale, Florida 33308, and the name of the initial registered agent of this Corporation at this address is JOHN F. HOTTE, ESQ.

FILED
02 JUL -8 AM 9:16
SECRETARY OF STATE
ALLAHASSEE, FLORIDA

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 four (4) Directors, initially. The name and street address of the initial members of the Board of Directors are:

1. Pierre Hotte
6303, rue Louis-Hebert,
Montreal, Quebec CANADA H2G 2G6
2. Francois Dionne
17901, rue Foster
Pierrefonds, Quebec, CANADA H9K 1M3
3. Jean-Pierre Sauriol
3440, Place de Dolbeau
Laval, Quebec, CANADA H7E 5G3
4. Hugo Ramirez
301 Chemin du Club Marin, Apt. 501
Montreal, Quebec, CANADA H3E 1Z2

ARTICLE VII. OFFICERS

The name and address of the initial Officers of the Corporation, who shall hold office for the first year of the Corporation, or until their successors are appointed or elected are:

President and CEO:	Pierre Hotte 6303, rue Louis-Hebert, Montreal, Quebec CANADA H2G 2G6
Vice President Business Development:	Hugo A. Ramirez 11555 Heron Bay Boulevard, Suite 200 Coral Springs, Florida 33075
Vice President Construction:	Francois Dionne 17901, rue Foster Pierrefonds, Quebec, CANADA H9K 1M3
Secretary/Treasurer	Joseph Cavallancia 375, Devon Mont-Royal, Quebec, CANADA H3R1C1

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

I, JOHN F. HOTTE, ESQ., having a place of business at 2400 East Commercial Boulevard, Suite 826, Fort Lauderdale, Florida 33308, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


JOHN F. HOTTE, ESQ.

FILED
02 JUL -8 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

JOHN F. HOTTE, ESQ.
2400 East Commercial Boulevard - Suite 826
Fort Lauderdale, Florida 33308

IN WITNESS WHEREOF, the undersigned has hereunto set his hand on this 28 day
of June, 2002.


JOHN F. HOTTE, ESQ.