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FLORIDA PROFIT CORPORATION OR P.A.

Yolles Engineers, Inc.

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FROM

(WED) 10. 1 '03 11:05/ST. 11:04/NO. 4863333059 P 2
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**ARTICLES OF INCORPORATION
OF
YOLLES ENGINEERS, INC.**

THE UNDERSIGNED, acting as the Incorporator of Yolles Engineers, Inc. (the "Corporation") under the Florida Business Corporation Act, Chapter 607, Florida Statutes, as hereafter amended and modified (the "FBCA"), hereby adopts the following Articles of Incorporation for the Corporation:

ARTICLE I

Name

The name of the Corporation is:

Yolles Engineers, Inc.

ARTICLE II

Business and Activities

The Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

Shares

The total number of shares which the Corporation shall have the authority to issue shall be ONE THOUSAND (1,000) shares of Common Stock having a par value of \$.01 per share (the "Common Stock").

ARTICLE V

Initial Board of Directors

The number of Directors constituting the initial Board of Directors of the Corporation is three (3). The number of Directors may be increased or decreased from time to time in the manner provided for in the bylaws, but in no event shall the number of Directors be less than one (1). The names of the persons who are to serve as initial Directors until the first annual meeting of the shareholders of the Corporation or until such successor Directors are elected and shall qualify are as follows:

Hugo Blasutta
Andrew Bergmann
Mary Pasut

Steven W. Varquez, Esquire
Florida Bar # 0003042
Foley & Lardner
100 N. Tampa Street, Suite 2700
Tampa, Florida 33602
Phone: (813) 229-2300

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ARTICLE IV
Principal Office

The address of the principal office of the Corporation is 163 Queen Street East, Suite 200, Toronto, Ontario M5A 1S1. The location of the Principal office shall be subject to changes as may be provided in bylaws duly adopted by the Corporation.

ARTICLE VI
Initial Registered Office and Agent

The address of the initial registered office of the Corporation is The Greenleaf Building, Third Floor, 200 Laura Street, Jacksonville, Florida 32201-0240 and the initial registered agent at such address is F&L Corp.

ARTICLE VII
Incorporator

The name and address of the sole Incorporator of the Corporation is as follows:

Steven W. Vazquez
Foley & Lardner
100 N. Tampa Street
Suite 2700
Tampa, Florida 33602

IN WITNESS WHEREOF, these Articles of Incorporation have been signed by the undersigned Incorporator as of the 1st day of October, 2003.


Steven W. Vazquez, Incorporator

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**ACCEPTANCE OF APPOINTMENT BY INITIAL
REGISTERED AGENT**

THE UNDERSIGNED, having been named in Article VI of the foregoing Articles of Incorporation as the initial registered agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as the registered agent of Yolles Engineers, Inc.

DATED: Effective October 1, 2003.

F&L CORP.
By: 
NAME: MARTIN A. TRABER
TITLE: Vice President

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