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Florida Department of State  
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## FLORIDA PROFIT CORPORATION OR P.A.

CSI Merger Sub Inc.

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**ARTICLES OF INCORPORATION  
OF  
CSI MERGER SUB INC.**

The undersigned does hereby make and execute these Articles of Incorporation for the purpose of forming a corporation under the Florida Business Corporation Act:

**ARTICLE I**

**Name**

The name of the corporation is:

CSI Merger Sub Inc.

**ARTICLE II**

**Initial Principal Office**

The street address of the initial principal office of the corporation shall be:

20 Adelaide Street East, Suite 1200  
Toronto, Ontario, Canada  
M5C 2T6

The board of directors of the corporation, or an officer of the corporation acting under the authority of the board of directors, is authorized to change the principal office of the corporation from time to time without amendment to these Articles of Incorporation.

**ARTICLE III**

**Authorized Shares**

The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares of Common Stock, \$.01 par value per share.

**ARTICLE IV**

**Registered Office and Agent**

The street address of the corporation's initial registered office is:

1200 South Pine Island Road  
Plantation, Florida 33324

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The name of the corporation's initial registered agent is CT Corporation System.

#### ARTICLE V

##### Incorporator

The name and address of the incorporator are:

Stephen M. Rubin  
Morgan, Lewis & Bockius LLP  
5300 Wachovia Financial Center  
200 South Biscayne Boulevard  
Miami, Florida 33131-2339

#### ARTICLE VI

##### Purpose and Powers

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act and under the laws of any jurisdiction in which the corporation may operate. The corporation shall have all lawful powers necessary or appropriate to conduct such business including, but not limited to, all corporate powers which corporations may have under the Florida Business Corporation Act.

#### ARTICLE VII

##### Board of Directors

The number of directors constituting the initial board of directors is one. Thereafter, the number of directors shall be as provided in the bylaws. The name and address of the individual who is to serve as the member of the initial board of directors is:

Barry Symons  
20 Adelaide Street East, Suite 1200  
Toronto, Ontario, Canada  
M5C 2T6

IN WITNESS WHEREOF, these Articles of Incorporation have been executed this 10<sup>th</sup> day of January 10, 2005.

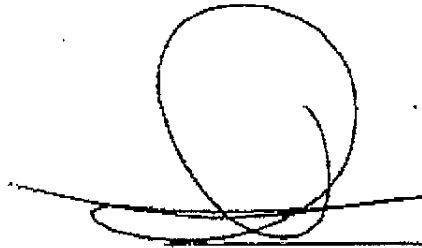
  
Stephen M. Rubin, Incorporator

Acceptance By Registered Agent

The undersigned hereby accepts the appointment as registered agent of CSI Merger Sub Inc. and agrees to comply with the provisions of the laws of Florida, including section 48.091, Florida Statutes, providing for the keeping open of the registered office for service of process.

The undersigned is familiar with, and accepts, the obligations of the position of registered agent.

Dated: January 10, 2005.



PETER F. SOUZA  
ASSISTANT SECRETARY

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