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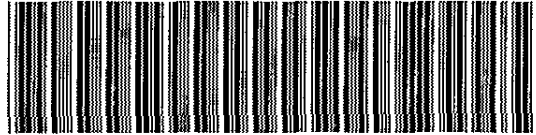
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DIVISION OF CORPORATE  
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J. Shivers OCT 26 2006

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*VIA HAND DELIVERY*

**MEMORANDUM**

TO: Florida Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

FROM: Maggie Schultz

DATE: October 24, 2006

RE: Articles of Incorporation for BSG Engineering USA, Inc.

FILED  
06 OCT 24 AM 10:45  
SECRET  
TALLAHASSEE, FLORIDA

Enclosed for filing are the original Articles of Incorporation for BSG Engineering USA, Inc., along with one copy and a check in the amount of \$78.75 for the filing fee and Certificate of Status. Please call me at 681-6788 if you have any questions and return all correspondence concerning this matter to:

Maggie M. Schultz, Esq.  
Rutledge, Ecenia, Purnell & Hoffman, P.A.  
215 South Monroe Street, Suite 420  
Tallahassee, Florida 32301

Thank you.

**ARTICLES OF INCORPORATION  
OF  
BSG ENGINEERING USA, INC.**

**ARTICLE I  
NAME**

The name of the corporation is BSG ENGINEERING USA, INC.

**ARTICLE II  
DURATION**

The corporate existence shall commence on the date of filing, and the duration of the corporation shall be perpetual.

**ARTICLE III  
ADDRESS**

The principal office of the corporation in the State of Florida shall be located at:

BSG ENGINEERING USA, INC.  
610 S.E. 13<sup>th</sup> Street, Unit 207  
Dania Beach, Florida 33004

**ARTICLE IV  
REGISTERED OFFICE AND AGENT**

The address of its initial registered office and agent shall be:

Wassim Hraiki  
610 S.E. 13<sup>th</sup> Street, Unit 207  
Dania Beach, Florida 33004

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06 OCT 24 AM 10:45  
STATE  
OF FLORIDA

**ARTICLE V**  
**PURPOSE**

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Act of Florida. The corporation shall be authorized to conduct its business or hold property in any part of the United States and its possessions and foreign countries.

**ARTICLE VI**  
**CAPITAL STOCK**

The aggregate number of shares which the corporation shall have authority to issue 100 shares, each share having \$1.00 par value. The corporation, in the discretion and upon resolution of the Board of Directors, may at any time and from time to time issue and dispose of any of the authorized and unissued shares of stock of the corporation and may create optional rights to purchase or subscribe for shares of stock of the corporation. Such stock may be issued and disposed of for such kind and amount of consideration and to such persons, friends, and corporations, and such optional rights may be created, at once or other evidence of such rights issued, on such terms, at such prices, and in such manner as may be determined by resolution adopted by the Board of Directors, subject to any provision of law then applicable.

**ARTICLE VII**  
**INCORPORATION**

The name and mailing address of the incorporator is as follows:

Wassim Hraiki  
610 S.E. 13<sup>th</sup> Street, Unit 207  
Dania Beach, Florida 33004

**ARTICLE VIII**  
**INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but in no event shall be less than one. The name and address of the initial board of directors is:

Wassim Hraiki  
610 S.E. 13<sup>th</sup> Street, Unit 207  
Dania Beach, Florida 33004

**ARTICLE IX**  
**INDEMNIFICATION**

The corporation shall indemnify any officer or director or former officer or director to the full extent permitted by law.

**ARTICLE X**  
**AMENDMENT AND BYLAWS**

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized and empowered, in the manner provided in the bylaws of the corporation, to make, alter, amend and repeal the bylaws of the corporation in any respect not inconsistent with the laws of the State of Florida or with the Articles of Incorporation.

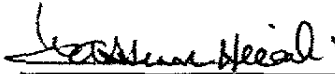
In addition to the powers and authorities hereinbefore or by statute expressly conferred upon it, the Board of Directors may exercise all such powers and do all such acts as may be exercised or done by the corporation, subject, nevertheless, to the provisions of the laws of the State of Florida, these Articles of Incorporation and the bylaws of the corporation.

Whenever the vote of stockholders at a meeting thereof is required or permitted to be taken for or in connection with any corporate action, the action may be taken with the written consent of the holders of a majority of the stock, or a greater percentage where required by statute; provided that prompt notice must be given to all stockholders of the taking of corporate action without a meeting.


The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein granted are subject to these reservations.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation.

PROVINCE  
STATE OF ONTARIO  
COUNTY OF YORK  
JUDICIAL DISTRICT

  
WASSIM HRAIKI

SWORN TO AND SUBSCRIBED before me this 20 day of October, 2006, by  
Wassim Hraiki who has produced \_\_\_\_\_ as identification or  
who is personally known to me, and who did take an oath.

  
Notary Public

BRYON C. COHEN  
Typed, Printed or Stamped Name  
My Commission Expires: NO EXPIRY

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
FLORIDA, NAME OF AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

BSG Engineering USA, Inc, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 610 S.E. 13<sup>th</sup> Street, Unit 207, Dania Beach, Florida 33004, and its registered office at 610 S.E. 13 Street, Unit 207, Dania Beach, Florida 33004, has named Wassim Hraiki as its agent to accept service of process within Florida.

Signature: Wassim Hraiki  
WASSIM HRAIKI

Title: Director/Incorporator

Date: OCT 20, 2006

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, 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.

Signature: Wassim Hraiki  
WASSIM HRAIKI

Title: Registered Agent

Date: OCT 20, 2006

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06 OCT 26 AM 10:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA