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FLORIDA DIVISION OF CORPORATIONS

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FROM: FERNAND LAMOTHE, INC.  
105057001570

ACCT#:

CONTACT: FERNAND LAMOTHE  
PHONE: (954) 768-9548  
(954) 768-9775

FAX #:

NAME: CAN-AM MANAGEMENT CONSULTANTS GROUP INC.

AUDIT NUMBER.....H97000005899

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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PAGES..... 3

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**ARTICLES OF INCORPORATION**

**OF**

**CAN-AM MANAGEMENT CONSULTANTS GROUP INC.**

The undersigned incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I NAME**

The name of the corporation shall be "CAN-AM MANAGEMENT CONSULTANTS GROUP INC."

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business and mailing address of this Corporation is 721 S.E. 17th Street, Fort Lauderdale, Florida, 33316.

**ARTICLE III CAPITAL STOCK**

The aggregate number of shares which the Corporation is authorized to issue is Hundred Thousand (100,000) shares of Common Stock, par value \$1.00 per share.

**ARTICLE IV PURPOSE**

The Corporation may engage or transact in 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.

Fernand Lamothe  
721 S.E. 17th Street  
Fort Lauderdale, Fl. 33316  
(954) 768-9548  
FAX AUDIT # H97000005899

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ARTICLE V INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is: Fernand Lamothe, 721 S.E 17Th Street, Fort Lauderdale, Florida 33316.

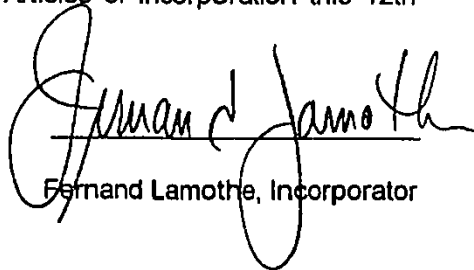
ARTICLE VI INCORPORATOR

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

Fernand Lamothe  
721 S.E 17Th Street.  
Fort Lauderdale, Florida 33316

The Corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one (1). The name and address of the initial Director Richard Parenteau, 721 S.E. 17th Street Fort Lauderdale, FL. 33316.

The undersigned has executed these Articles of Incorporation this 12th day of April, 1997.

  
Fernand Lamothe, Incorporator

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CERTIFICATE DESIGNATING THE ADDRESS

AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

Having been named to accept service of process for Corporation, at the place designated in its Articles of Incorporation, I agree to act in this capacity and to comply with the provisions of Section 607.0505 of the Florida Statutes.

Dated: April 12th, 1997.

  
FERNAND LAMOTHE  
Registered Agent

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