



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 336532 4320025

AUTHORIZATION : *Patricia Pujols*

COST LIMIT : \$ 122.50

ORDER DATE : April 18, 1997

ORDER TIME : 8:53 AM

ORDER NO. : 336532-005

CUSTOMER NO: 4320025

CUSTOMER: Ms. Lourdes C. Cambo  
PACKMAN, NEUWAHL & ROSENBERG

1500 San Remo Avenue  
Suite 125  
Coral Gables, FL 33146

DOMESTIC FILING

NAME: CGI CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
97 APR 21 PM 2:42  
97 APR 21 PM 1:07  
TALLAHASSEE, FLORIDA  
RECEIVED  
DIVISION OF CORPORATION

100002148961--1

844 APR 21 1997

ARTICLES OF INCORPORATION  
OF  
CGI CORP.

FILED  
97 APR 21 PM 2:42  
SEC. OF STATE  
TALLAHASSEE, FLORIDA

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:

CGI CORP.

The address of the principal office of this corporation shall be 35 Southwest 27th Road, Miami, Florida 33129, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This 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.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1500 San Remo Avenue, Suite 125, Coral Gables, Florida 33146 and the name of the initial registered agent of the corporation at that address is Atrium Registered Agents, Inc.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

G. David Parrish  
Dir./Pres./Sec.

35 Southwest 27th Road  
Miami, Florida 33129

ARTICLE VII. INCORPORATOR

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

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of  
Corporation Service Company, has hereunto set their hand  
and seal of Corporation Service Company, on April 21, 1997.

CORPORATION SERVICE COMPANY

By:   
Its Agent, Karen B. Rozar

SKD/wce

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT DESIGNATING ITS REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is: CGI, INC.

2. The name and address of the registered agent and office is:

ATRIUM REGISTERED AGENTS, INC.  
1500 SAN REMO AVENUE  
SUITE 125  
CORAL GABLES, FL 33146

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE DUTIES AND OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

*Robert A. Stamen*  
ROBERT A. STAMEN, Director and  
Vice President

Date: April 21, 1997

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57/8\*designat.ra

FILED  
97 APR 21 PM 2:42  
TALLAHASSEE, FLORIDA