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REFERENCE : 412930 4325547

AUTHORIZATION : Patricia Pijet

COST LIMIT : \$ 70.00

ORDER DATE : June 2, 1997

ORDER TIME : 9:59 AM

ORDER NO. : 412930-005

CUSTOMER NO: 4325547

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CUSTOMER: Ms. Wendy Norris
BAKER & HOSTETLER

1050 Connecticut Av. N.w.#1100
Washington Square
Washington, DC 20036

DOMESTIC FILING

NAME: DORIS INTERNATIONAL INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Paula K. Kendrick

EXAMINER'S INITIALS:

RECEIVED
97 JUN -3 AM 11:56
TALLAHASSEE, FLORIDA

RECEIVED
97 JUN -3 AM 10:48
DIVISION OF CORPORATION

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ARTICLES OF INCORPORATION
OF
DORIS INTERNATIONAL INC.

FILED
27 JUL-83 AM 11:56
TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "Corporation") is DORIS INTERNATIONAL INC.

SECOND: The street address, wherever located, of the principal office of the Corporation is:

7471 Leonard de Vinci
Montreal, Quebec, H2A 2P3

The mailing address, wherever located, of the Corporation is:

7471 Leonard de Vinci
Montreal, Quebec, H2A 2P3

THIRD: The number of shares that the Corporation is authorized to issue shall be 15,000 shares, of which 5,000 shall be Class A Common Stock, par value \$.01 per share (the "Class A Common Stock"), 5,000 shall be Class B Common Stock, par value \$.01 per share (the "Class B Common Stock"), and 5,000 shall be Class A Preferred Stock, par value \$.01 per share (the "Class A Preferred Stock"). The Corporation shall be entitled to treat the person in whose name any share of its stock is registered as the owner thereof for all purposes and shall not be bound to recognize any equitable or other claim to, or interest in, such share on the part of any other person, whether or not the Corporation shall have notice thereof, except as expressly provided by applicable law. The shares of the Class A Preferred Stock, the Class A Common Stock and the Class B Common Stock, respectively, and any other shares of Preferred Stock issued by the Corporation shall have the following express terms:

SECTION 1. PREFERRED STOCK.

1.1 Class A Preferred Stock. The preferences, rights and privileges of the Class A Preferred Stock and the qualifications, limitations and restrictions thereof shall be as follows:

(i) **Dividends.** The holders of the Class A Preferred Stock shall be entitled to receive cash dividends as and when declared by the Board of Directors, out of the funds of the Corporation legally available therefor, in the amount of 3/4% per calendar month of the paid-up capital thereon. Other than the payment of cash dividends as provided herein, the

holders of the Class A Preferred Stock shall not be entitled to any other rights to participate in the profits of the Corporation. Such dividends shall be noncumulative.

(ii) **Voting.** The holders of the Class A Preferred Stock shall have no voting rights, except as required by law.

(iii) **Issuance, Consideration and Terms.** Any unissued or treasury shares of the Class A Preferred Stock may be issued from time to time for such consideration as may be fixed from time to time by the Board of Directors. Each share of Class A Preferred Stock shall be of equal rank and shall be identical to every other share of Class A Preferred Stock. Holders of Class A Preferred Stock shall have such rights as are provided herein and by law.

(iv) **Redemption.**

(a) **Optional Redemption.** The Corporation or the holder of any outstanding Class A Preferred Stock may cause the Corporation to, at its option, and, in the case of the Corporation, upon a vote of a majority of its directors who are not beneficial owners of shares of Class A Preferred Stock, redeem shares of the Class A Preferred Stock, in whole or in part, at any time and from time to time.

(b) **Class A Preferred Stock Redemption Price.** In the event of any redemption of Class A Preferred Stock, there shall be paid to the holders thereof the redemption price of the paid-up capital existing at the time of the redemption plus accrued but unpaid dividends on each such share for all calendar years through and including the date fixed for redemption (the "Class A Preferred Stock Redemption Price").

(c) **Partial Redemptions.** Redemptions of less than all of the outstanding shares of Class A Preferred Stock pursuant to this subsection (c) shall be pro rata from each holder of such shares on the basis of the relative number of such shares outstanding and held of record by such holder at the time the Corporation elects or is obligated to make such redemption.

(d) **Redemption Procedure.** Notice of every redemption shall be deposited in the mails, postage prepaid, not less than fifteen (15) days before the Corporation or the holder of the Class A Preferred Stock elects to cause the Corporation to redeem the Class A Preferred Stock, and addressed to each record holder of shares thereof (if applicable) at their respective addresses then appearing on the books of the Corporation and specifying (i) the redemption date, which date shall be not less than fifteen (15) nor more than sixty (60) days after the date such notice is mailed, and (ii) the depository, to whom such certificates representing such Class A Preferred Stock should be delivered.

(e) **Payment of Aggregate Redemption Price by Corporation.** Not less than one (1) business day prior to a specified redemption date, the Corporation shall deposit in good same day funds with the designated depository the aggregate Class A Preferred Stock Redemption Price for all shares of Class A Preferred Stock to be redeemed. At or before the time of such deposit, the Corporation shall direct that the designated depository pay such amount to the respective holders of Class A Preferred Stock to be redeemed in amounts equal to the aggregate Class A Preferred Stock Redemption Price for all shares of Class A Preferred Stock to be redeemed by each such holder. Upon the Corporation having given the notice required under subsection 1.1(iv)(d) hereof and having made such deposits, holders of Class A Preferred Stock to be redeemed pursuant to such call for redemption shall cease to be stockholders with respect to such Class A Preferred Stock as of the redemption date, and shall have, from and after the redemption date, no interest in or claim against the Corporation with respect to such Class A Preferred Stock, except only to receive checks or wire transfer of funds, without interest, from the designated depository.

(f) **Cancellation of Redeemed Stock.** All shares of Class A Preferred Stock which are redeemed shall be retired and cancelled as of the date fixed for redemption shall no longer be deemed to be outstanding and may not thereafter be reissued.

(vi) **Liquidation.** In the event of liquidation or dissolution of the Corporation, the holders of the Class A Preferred Stock shall not be entitled to share in the assets of the Corporation or in the proceeds of the liquidation. Nothing contained herein shall be construed to prohibit the retirement of the Class A Preferred Stock by purchase or redemption, and neither the purchase nor redemption of the Class A Preferred Stock, nor a merger, consolidation or reorganization of the Corporation, nor a sale, or lease or transfer of all or substantially all of the assets of the Corporation, shall be considered a liquidation or dissolution of the Corporation within the meaning of this subsection (vi).

1.2 Authority of the Board of Directors to Create Series. The Board of Directors of the Corporation is hereby expressly granted authority, to the full extent now or hereafter permitted herein and by the Corporation Law, at any time or from time to time, by resolution or resolutions, to create other series of preferred stock (the "Preferred Stock"), to fix the authorized number of shares of any such series (which number of shares may vary as between series and be changed from time to time by like action), and to fix the terms of such series, including but not limited to, the following:

(i) the designation of such series, which may be by distinguishing number, letter or title;

(ii) the rate or rates at which shares of such series shall be entitled to receive dividends; the periods in respect of which dividends are payable; the conditions upon, and times of payment of, such dividends; the relationship and

preference, if any, of such dividends to dividends payable on any other class or classes or any other series of stock; whether such dividends shall be cumulative and, if cumulative, the date or dates from which such dividends shall accumulate; and the other terms and conditions applicable to dividends upon shares of such series;

(iii) the rights of the holders of the shares of such series in case the Corporation be liquidated, dissolved or wound up (which may vary depending upon the time, manner or voluntary or involuntary nature or other circumstances of such liquidation, dissolution or winding up) and the relationship and preference, if any, of such rights to rights of holders of shares of stock of any other class or classes or any other series of stock;

(iv) the right, if any, of the Corporation to redeem shares of such series at its option, including any limitation of such right, and the amount or amounts to be payable in respect of the shares of such series in case of such redemption (which may vary depending on the time, manner or other circumstances of such redemption), and the manner, effect and other terms and conditions of any such redemption;

(v) the obligation, if any, of the Corporation to purchase, redeem or retire shares of such series and/or to maintain a fund for such purpose, and the amount or amounts to be payable from time to time or such purpose or into such fund, or the number of shares to be purchased, redeemed or retired, the per share purchase price or prices, and the other terms and conditions of any such obligation or obligations;

(vi) the voting rights, if any, which, if granted, may be full, special, or limited, to be given the shares of such series, including, without limiting the generality of the foregoing, the right, if any, as a series or in conjunction with other series or classes, to elect one or more members of the Board of Directors either generally or at certain times or under certain circumstances, and restrictions, if any, on particular corporate acts without a specified vote or consent of holders of such shares (such as, among others, restrictions on modifying the terms of such series or of the Preferred Stock, restricting the permissible terms of other series or the permissible variations between series of the Preferred Stock, authorizing or issuing additional shares of the Preferred Stock, creating debt, or creating any class of stock ranking prior to or on a parity with the Preferred Stock or any series thereof as to dividends, or assets remaining for distribution to the stockholders in the event of the liquidation, dissolution, or winding up of the Corporation);

(vii) the right, if any, to exchange or convert the shares into shares of any other series of the Preferred Stock or into shares of any other class of stock of the Corporation or the securities of any other corporation, and the rate or basis, time, manner, terms and conditions of exchange or conversion or the method by which the same shall be determined; and

(viii) the other special rights, if any, and the qualifications, limitations or restrictions thereof, of the shares of such series.

The Board of Directors shall fix the terms of each series of the Preferred Stock by resolution or resolutions adopted at any time prior to the issuance of the shares thereof, and the terms of each such series may, subject only to restrictions, if any, imposed by these Articles of Incorporation or by applicable law, vary from the terms of other series to the extent determined by the Board of Directors from time to time and provided in the resolution or resolutions fixing the terms of the respective series of the Preferred Stock.

1.3 Status of Certain Shares. Shares of any series of the Preferred Stock, whether provided for herein or by resolution or resolutions of the Board of Directors, which have been redeemed (whether through the operation of a sinking fund or otherwise) or which, if convertible or exchangeable, have been converted into or exchanged for shares of stock of any other class or classes, or which have been purchased or otherwise acquired by the Corporation, shall have the status of authorized and unissued shares of the Preferred Stock of the same series and may be reissued as a part of the series of which they were originally a part or may be reclassified and reissued as part of a new series of the Preferred Stock to be created by resolution or resolutions of the Board of Directors or as part of any other series of the Preferred Stock, all subject to the conditions or restrictions on issuance set forth herein or in the resolution or resolutions adopted by the Board of Directors providing for the issue of any series of the Preferred Stock.

1.4 Changes in Number of Authorized Shares. The number of authorized shares of Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the outstanding Common Stock, without a vote of the holders of the Preferred Stock, or of any series thereof, unless a vote of any such holders is required pursuant to the express terms of the Preferred Stock or any series thereof as fixed or determined pursuant to this Section 1 of this Article THIRD.

SECTION 2. CLASS A COMMON STOCK.

2.1 Issuance, Consideration and Terms. Any unissued or treasury shares of the Class A Common Stock may be issued from time to time for such consideration as may be fixed from time to time by the Board of Directors. The Class A Common Stock shall be subject to the express terms of the Preferred Stock and any series thereof. Each share of Class A Common Stock shall be of equal rank and shall be identical to every other share of Class A Common

Stock. Holders of Class A Common Stock shall have such rights as are provided herein and by law.

2.2 Voting Rights. Except as expressly required by law or as provided in or fixed and determined pursuant to Section 1 of this Article THIRD, the entire voting power and all voting rights shall be vested exclusively in the Class A Common Stock. Each holder of shares of Class A Common Stock shall be entitled to one (1) vote for each share standing in such holder's name on the books of the Corporation.

2.3 Dividends. Subject to Section 1 of this Article THIRD, the holders of Class A Common Stock shall be entitled to receive, and shall share equally share for share, when and as declared by the Board of Directors, out of the assets of the Corporation which are by law available therefor, dividends or distributions payable in cash, in property or in securities of the Corporation.

SECTION 3. CLASS B COMMON STOCK.

2.1 Issuance, Consideration and Terms. Any unissued or treasury shares of the Class B Common Stock may be issued from time to time for such consideration as may be fixed from time to time by the Board of Directors. The Class B Common Stock shall be subject to the express terms of the Preferred Stock and any series thereof. Each share of Class B Common Stock shall be of equal rank and shall be identical to every other share of Class B Common Stock. Holders of Class B Common Stock shall have such rights as are provided herein and by law.

2.2 Voting Rights. Except as expressly required by law or as provided in or fixed and determined pursuant to Section 1 of this Article THIRD, each holder of shares of Class B Common Stock shall not possess any voting rights.

2.3 Dividends. Subject to Section 1 of this Article THIRD, the holders of Class B Common Stock shall be entitled to receive, and shall share equally share for share, when and as declared by the Board of Directors, out of the assets of the Corporation which are by law available therefor, dividends or distributions payable in cash, in property or in securities of the Corporation.

FOURTH: The street address of the initial registered office of the Corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301. The name of the initial registered agent of the corporation at the said registered office is Corporation Service Company.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator:

Robert H. Neuman

Baker & Hostetler LLP
1050 Connecticut Avenue, N.W.
Suite 1100
Washington, D.C. 20036

SIXTH: No holder of any of the shares of any class of the Corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the Corporation which the Corporation proposes to issue or any rights or options which the Corporation proposes to grant for the purchase of shares of any class of the Corporation or for the purchase of any shares, bonds, securities, or obligations of the Corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the Corporation; and any and all of such shares, bonds, securities, or obligations of the Corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

SEVENTH: The purposes for which the Corporation is organized, shall include the transaction of any or all lawful business for which corporations may be organized under the Florida Business Corporation Act.

EIGHTH: The duration of the Corporation shall be perpetual.

NINTH: The following named person(s) shall comprise the initial board of directors of the Corporation, each to hold office until his respective successor has been elected and qualified:

NAME	ADDRESS
Jack Hasen	50 Heath Hampstead, Quebec, H3X 3L4
Michael Poirier	82 Rivercrest Road Toronto, Ontario, M6S 4H6

Warren Chisling

1875 Kenilworth Road
Town of Mount Royal, Quebec, H3R 2S7

Pascale Hasen

50 Heath
Hampstead, Quebec, H3X 3L4

Lionel J. Blanshay

1509 Sherbrooke St. West, Apt. #11A
Montreal, Quebec H3G 1M1

TENTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

ELEVENTH: No director or officer of the Corporation, whether currently serving or having served previously, shall be liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director or officer, provided that this provision does not eliminate the liability of the director or officer (i) for any breach of the director's or the officer's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the Florida Business Corporation Act, or (iv) for any transaction from which the director or officer derived an improper personal benefit. For purposes of the prior sentence, the term "damages" shall, to the extent permitted by law, include, without limitation, any judgment, fine, amount paid in settlement, penalty, punitive damages, excise or other tax assessed with respect to an employee benefit plan, or expense of any nature (including, without limitation, counsel fees and disbursements). Each person who serves as a director or officer of the Corporation while this Article ELEVENTH is in effect shall be deemed to be doing so in reliance on the provisions of this Article ELEVENTH, and neither the amendment or repeal of this Article ELEVENTH, nor the adoption of any provision of this Certificate of Incorporation inconsistent with this Article ELEVENTH, shall apply to or have any effect on the liability or alleged liability of any director or officer of the Corporation for, arising out of, based upon, or in connection with any acts or omissions of such director or officer occurring prior to such amendment, repeal, or adoption of an inconsistent provision. The provisions of this Article ELEVENTH are cumulative and shall be in addition to and independent of any and all other limitations on or eliminations of the liabilities of directors or officers of the Corporation, as such, whether such limitations or eliminations arise under or are

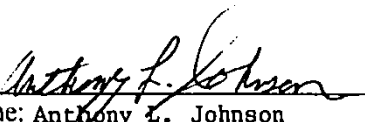
created by any law, rule, regulation, by-law, agreement, vote of shareholders or disinterested directors, or otherwise.

IN WITNESS WHEREOF, I have made, signed, and sealed these Articles of Incorporation on the 2 day of June, 1997.


Robert H. Neuman, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CORPORATION SERVICE COMPANY

By: 
Name: Anthony L. Johnson
Title: Assistant Secretary

Date: June 2, 1997

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