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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: MAGIL CONSTRUCTION ENGINEERING, INC.

AUDIT NUMBER...... H97000016268

DOC TYPE......FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS..0 PAGES...... (5)

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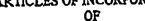
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H97000016268 ARTICLES OF INCORPORATION





MAGIL CONSTRUCTION ENGINEERING, INC.

ARTICLE I - NAME

The name of this corporation is Magil Construction Engineering, Inc.

ARTICLE II - PURPOSE

The corporation shall be authorized to transact all legal business of any nature.

ARTICLE III - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

Number of Shares	Par Value Per	Class of
Authorized	Share	Stock
1,000	\$1.00	Common

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal and mailing office of this corporation is:

c/o Fieldstone Lester & Shear	•		7	97	
Atm: David Shear 200 South Biscayne Boulevard, Su	ite 2100			39	-17
Miami, Florida 33131			ASS	1	=
Prepared by:			SEE.	- -	(T)
David Shear, Esq. Fla. Bar No. 300799	1		FLOR	œ	
FIELDSTONE, LESTER & SHEAR First Union Financial Center		Nesecona a a	ã.	ဩ	

200 South Biscayne Blvd., Ste, 2100 Miami, Florida 33191 (305) 982-1555

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and the name and address of the initial registered agent of this corporation is:

Name

Address

David Shear

Fieldstone Lester & Shear First Union Financial Center 200 South Biscayne Boulovard

Suite 2100

Miami, Florida 33131

ARTICLE VI - COMMENCEMENT

This corporation shall commence on the date on which these Articles are filed with the Secretary of State.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Name

Address

Joseph Gutstadt

750, Lucerne Road, Suite 200 Montreal, Quebec H3R 2H6

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Name

Address

David Shear

c/o Fieldstone Lester & Shear First Union Financial Center 200 S. Biscayne Boulevard Sulte 2100

Miami, Florida 33131

ARTICLE IX - BY-LAWS

The power to alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - INDEMNIFICATION

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

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 30th day of September 1991. David Shear Incorporator
STATE OF FLORIDA)) SS.
COUNTY OF DADE)
BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County set forth above, personally appeared David Shear, who is known to me or who has produced as identification and who did take an oath.
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 30th day of Suprember 1997.
CONTROL NOTARWARAL CONTROL NOTARWARAL CONTROL NOTARWARAL FRAIM R. Gufferge Frint (Notary's Name) Notary Public, State of Florida

Notarial Scal:

CERTIFICATE OF DESIGNATION 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 in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

MAGIL CONSTRUCTION ENGINEERING, INC.

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

David Shear Fieldstone Lester & Shear First Union Financial Center 200 South Biscayne Boulevard Suite 2100 Miami, Florida 33131

M Shart

Title: Incorporator

Date: SEPTEMBER 30, 1997.

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 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.

David Shear

Date: SEPTEMBER 30 1997.

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