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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

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NAME: MAGIL CONSTRUCTION ENGINEERING, INC.

AUDIT NUMBER.....H97000016268

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

CERT. OF STATUS..0

PAGES.....5

CERT. COPIES.....1

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ARTICLES OF INCORPORATION  
OF  
MAGIL CONSTRUCTION ENGINEERING, INC.

(5)

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 Authorized	Par Value Per Share	Class of 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  
Attn: David Shear  
200 South Biscayne Boulevard, Suite 2100  
Miami, Florida 33131

Prepared by:  
David Shear, Esq.  
Fla. Bar No. 300799

**FIELDSTONE, LESTER & SHEAR**  
First Union Financial Center  
200 South Biscayne Blvd., Ste. 2100  
Miami, Florida 33131  
(305) 982-1555

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TALLAHASSEE, FLORIDA

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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 Boulevard 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 Suite 2100 Miami, Florida 33131



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**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.

2. 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

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\_\_\_\_\_  
David Shear

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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