

Jun-08-98 11:57A Fernand Lamothe C.A.

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FERNAND LAMOTHE, INC.
CONTACT: FERNAND LAMOTHE
PHONE: (954)768-9548

ACCT#: 105057001570

FAX #: (954)768-9775

NAME: GROUP PLUS (USA) INC
AUDIT NUMBER.....H98000010600
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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~~98 JUN 8 PM 2 35~~

ARTICLES OF INCORPORATION
OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GROUP PLUS (USA) 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 " GROUP PLUS (USA) INC "

ARTICLE II PRINCIPAL OFFICE

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

ARTICLE III CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is Ten Thousand (10,000) 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

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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.

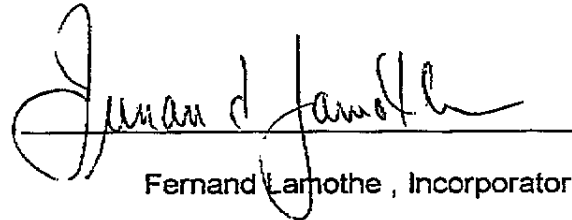
ARTICLE VI INCORPORATOR

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 is Mr. Martin Dostie, President and Secretary, 3242 rue Bougainville, Boisbriand, Québec, Canada, J7H 1C2.

The undersigned has executed these Articles of Incorporation this 8th day of June, 1998.


Fernand Lamothe, Incorporator

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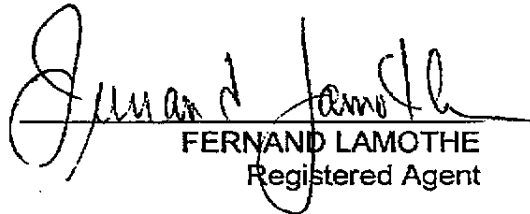
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CERTIFICATE DESIGNATING THE ADDRESS

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: June 8, 1998


FERNAND LAMOTHE
Registered Agent

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