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Of Counsel:

CHRISTINE MARCHAND, LL.B.
Notaire au Québec, admitted in
Province of Québec, Canada only

CHARLES ARONOWITZ, J.D.
Admitted NY only, office in
Montreal (514) 879-1755
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October 26, 1999

VIA AIRBORNE EXPRESS

Secretary of State
Florida Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: **LaSalle Group of Florida, Inc.**

500003029185--5

-10/29/99--01055--017

*****78.75 *****78.75

To Whom It May Concern:

Enclosed is the original executed Articles of Incorporation, and one photocopy, for the above-captioned corporation. Also enclosed is the undersigned's check in the amount of \$78.75 for the following fees:

| | |
|------------------------------|----------------|
| Filing Fees | \$35.00 |
| Registered Agent Designation | \$35.00 |
| Certified Copy | <u>\$8.75</u> |
| TOTAL | <u>\$78.50</u> |

Please fax the undersigned a copy of the proof of filing for the Articles of Incorporation and return a copy of the Articles of Incorporation as soon as they are accepted for filing using the return airbill enclosed.

Very truly yours,


Ryan E. Willits

Enclosures

lasalle/rew/im/4112

FILED
OCT 29 AM 9:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch NOV 2 1999

**ARTICLES OF INCORPORATION
OF
LaSALLE GROUP OF FLORIDA, INC.**

FILED

99 OCT 29 AM 9:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I

The name of this corporation is LaSalle Group of Florida, Inc.

ARTICLE II

This corporation shall have perpetual existence commencing on the date these Articles of Incorporation are filed with the Florida Department of State.

ARTICLE III

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

This corporation is authorized to issue 100 shares of \$1.00 par value common stock.

ARTICLE V

The street address of the initial ~~Principal~~ office of this corporation is 2700 W. Atlantic Blvd., Ste. 200-4, Pompano Beach, Florida and the name of the initial registered agent of this corporation is:

Ryan E. Willits, Esquire
Law Office of Eisen & Willits, 299 Camino Gardens Blvd., Suite 204
Boca Raton, Florida 33432

ARTICLE VI

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time, as provided in the By-laws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

Jean Pierre Houle
7676 Edouard
LaSalle, Québec
CANADA H8P 1T4

ARTICLE VII

The initial officers of the corporation shall be:

President: Jean Pierre Houle

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

Jean Pierre Houle
7676 Edouard
LaSalle, Québec
CANADA H8P 1T4

ARTICLE VIII

The power to adopt, alter, amend, or repeal By-laws shall be vested solely in the shareholders.

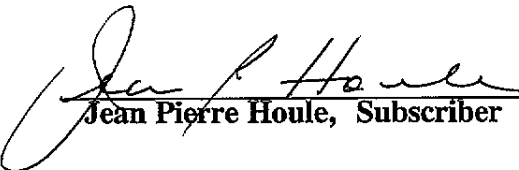
ARTICLE IX

The corporation shall indemnify the officers or directors, or any former officers or directors, to the full extent provided by law.

ARTICLE X

These Articles of Incorporation may be amended only by the shareholders.

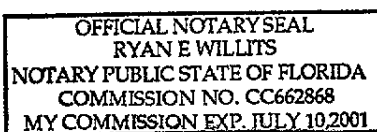
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 25th day of October 1999.

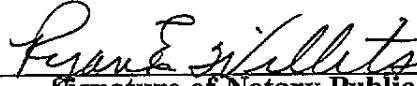

Jean Pierre Houle, Subscriber

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was sworn to, subscribed, and acknowledged before me this 25 day of October 1999 by Jean Pierre Houle, who is personally known to me and who did take an oath.




Signature of Notary Public
Print Name: _____

My commission expires:

REGISTERED AGENT CERTIFICATE AND ACCEPTANCE

Pursuant to Chapter 607, Florida Statutes, as amended, the following is submitted:

1. Jean Pierre Houle is desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at 2700 W. Atlantic Blvd., Ste. 200-4, Pompano Beach, Florida, and names Ryan E. Willits, Esquire, Law Office of Eisen & Willits, 299 Camino Gardens Blvd., Suite 204, Boca Raton, Florida 33432, as its agent to accept service of process within the State of Florida.

2. Having been named to accept service of process for the above-named corporation at the place designated in this Certificate, I hereby accept acting in this capacity and agree to comply with the provisions of Chapter 607, Florida Statutes, as amended, relative to keeping open said office.



RYAN E. WILLITS, ESQUIRE
Registered Agent

Dated: 10/25/99

FILED
99 OCT 29 AM 9:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA