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CAN-AM GROUP

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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : CAN-AM IMMIGRATION CLINIC, INC.
Account Number : 076105000117
Phone : (888) 869-2441
Fax Number : (888) 843-9014

SECRETARY OF STATE
KATHERINE HARRIS
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

C.D.C. MOTORS & VENTILATORS USA INC.

Certificate of Status	1
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TALLAHASSEE, FLORIDA

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**ARTICLE OF INCORPORATION
OF**

C.D.C. MOTORS & VENTILATORS 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 " C.D.C. MOTORS & VENTILATORS USA INC.".

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation is 2500 North Federal Highway, Suite 100, Fort Lauderdale , Florida 33305.

ARTICLE III CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is 100 shares of Common Stock, No Par Value.

ARTICLE IV PURPOSE

The Corporation may engage or transact in any or all lawful activities or business permitted under the law of the United States of Florida or any other State, country, territory or nation.

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ARTICLE V INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is : Richard Parenteau,
CAN-AM IMMIGRATION SERVICES INC. Suite 100, 2500 North Federal
Highway, FORT LAUDERDALE, FLORIDA 33305.

ARTICLE VI INCORPORATOR

The name and address of the Incorporator to these Articles of
Incorporation is:

Claude S. Caron
5104, Ragueneau
Saint-Léonard, Quebec
Canada, H1L 1C2

The Corporation shall have three (3) directors initially. The number of
directors may be either increased or decreased from time to time as
provided by the laws of the Corporation, but shall never be less than one
(1) director. The name and address of the Directors are:

- Claude S. Caron, 5104, Ragueneau, Saint-Léonard, Qc, Canada H1L 1C2;
- Daniel Caron, 32 Picasso, La Prairie, Qc, Canada, J5R 5Y5;
- Mariette Neveu-Caron, 5104, Ragueneau, Saint-Léonard, Qc, Canada, H1L 1C2.

The undersigned has executed these Articles of Incorporation this 16th day
of November, 1998.



Claude S. Caron, Incorporator

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**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

Having been named to accept services 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: November 16th 1999

**Can Am Immigration Services Inc.
Suite 100, 2500 North Federal Highway
Fort Lauderdale, Florida
33306**


**Richard Parenteau
Registered Agent**

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