



Industry Canada

Industrie Canada

**Restated Certificate
of Incorporation**

**Canada Business
Corporations Act**

**Certificat
de constitution à jour**

**Loi canadienne sur
les sociétés par actions**

AECON GROUP INC. /

GROUPE AECON INC.

013560-7

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the articles of incorporation of the above-named corporation were restated under section 180 of the *Canada Business Corporations Act* as set out in the attached restated articles of incorporation.

Je certifie que les statuts constitutifs de la société susmentionnée ont été mis à jour en vertu de l'article 180 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les statuts mis à jour ci-joints.

Director - Directeur

September 16, 2004 / le 16 septembre 2004

Effective Date of Restatement -
Date d'entrée en vigueur de la mise à jour

Canada



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 Canada Business Loi canadienne sur les
 Corporations Act sociétés par actions


FORM 7
 RESTATED ARTICLES OF
 INCORPORATION
 (SECTION 180)

FORMULE 7
 STATUTS CONSTITUTIFS
 MIS À JOUR
 (ARTICLE 180)

1 - Name of corporation - Dénomination de la société AECON GROUP INC./GROUPE AECON INC.	Corporation number - Numéro de la société 013560-7
2 - The place in Canada where the registered office is situated Toronto, Ontario	Lieu au Canada où est situé le siège social
3 - The classes and any maximum number of shares that the corporation is authorized to issue The annexed Schedule 1 is incorporated in this form.	Catégories et tout nombre maximal d'actions que la société est autorisée à émettre
4 - Restrictions, if any, on share transfers None	Restrictions sur le transfert des actions, s'il y a lieu
5 - Number (or minimum and maximum number) of directors A minimum of 8 and a maximum of 15.	Nombre (ou nombre minimal et maximal) d'administrateurs
6 - Restrictions, if any, on business the corporation may carry on None	Limites imposées à l'activité commerciale de la société, s'il y a lieu
7 - Other provisions, if any The annexed Schedule 2 is incorporated in this form.	Autres dispositions, s'il y a lieu

The foregoing restated articles of incorporation correctly set out, without substantive change, the corresponding provisions of the articles of incorporation as amended and supersede the original articles of incorporation.

Cette mise à jour des statuts constitutifs démontre exactement, sans changement substantiel, les dispositions correspondantes des statuts constitutifs modifiés qui remplacent les statuts constitutifs originaux.

Signature 	Date D-J M Y-A 9 8 04	FOR DEPARTMENTAL USE ONLY - À L'USAGE DU MINISTÈRE SEULEMENT Filed - Déposée SEP 16 2004
Title - Titre Vice-President, Legal and Corporate Secretary		

SCHEDULE 1

3. The classes and any maximum number of shares that the corporation is authorized to issue:

An unlimited number of shares designated as Common Shares, providing that the rights, privileges, restrictions and conditions attaching to such shares shall be:

- (i) **Dividends.** The holders of the Common Shares shall be entitled to receive and the Corporation shall pay thereon if, as and when declared by the board of directors of the Corporation, out of the monies of the Corporation properly applicable to the payment of dividends in any financial year, such dividends in any financial year, such dividends in any financial year as the board of directors may be resolution determine;
- (ii) **Participation in Assets on Dissolution.** In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the holders of the Common Shares shall be entitled to receive all of the remaining property and assets of the Corporation;
- (iii) **Voting Rights.** The holder of a Common Share shall be entitled to one vote for each Common Share held at any meeting of shareholders of the Corporation other than meetings of the holders of another class of shares.

SCHEDULE 2

7. Other provisions, if any:

- (a) The board of directors may, without authorization of the shareholders:
- (i) borrow money upon the credit of the Corporation;
 - (ii) issue, re-issue, sell or pledge debt obligations of the Corporation;
 - (iii) subject to the provisions of the Canada Business Corporations Act, give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
 - (iv) mortgage, hypothecate, pledge or otherwise create a security interest in all or any of the property of the Corporation, owned or subsequently acquired to secure any obligation of the Corporation.
- (b) The directors of the Corporation shall be empowered to determine by resolution from time to time the number of directors of the Corporation within the minimum and maximum numbers.
- (c) The board of directors may appoint one or more directors, who shall hold office for a term expiring not later than the close of the next annual meeting of shareholders of the Corporation, but the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual meeting of shareholder of the Corporation;