Restated Certificate of Incorporation  

Canada Business Corporations Act

AECON GROUP INC. / 

GROUPE AECON INC.  

013560-7

Name of corporation-Dénomination 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
1. Name of corporation - Dénomination de la société
   AECON GROUP INC./GROUPE AECON INC.

2. The place in Canada where the registered office is situated
   Toronto, Ontario

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.

4. Restrictions, if any, on share transfers
   None

5. Number (or minimum and maximum number) of directors
   A minimum of 8 and a maximum of 15.

6. Restrictions, if any, on business the corporation may carry on
   None

7. Other provisions, if any
   The annexed Schedule 2 is incorporated in this form.

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.

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<th>Signature</th>
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<th>Title</th>
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<tr>
<td>[Signature]</td>
<td>[Date]</td>
<td>Vice-President, Legal and Corporate Secretary</td>
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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.

FOR DEPARTMENTAL USE ONLY – À L’USAGE DU MINISTÈRE SEULEMENT
Filed – Déposée

SEP 16 2004

Document prepared by Borden Ladner Gervais LLP. Lawyers • Patent & Trade-Mark Agents, Toronto, Canada
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;