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SECRETARY OF STATE DIVISION OF CORPORATIONS

T. HAMPTON

MAY 1 2 2008

**EXAMINER** 

#### LaVigne, Coton & Associates, P.A.

AN INTERNATIONAL LAW FIRM

Grand National Plaza • 7087 Grand National Drive Suite 100 • Orlando, Florida 32819 Tel: (407) 316.9988 • Fax: (407) 316-8820 • Email: attylavign@aol.com

Partners
James R. LaVigne
Florida Bar Certified – International Law
LL.M – International Law
London, England

Luis D. Coton Retired Associates
Joseph B. McFarland, M.A., LL.M
Member: Florida & New York Bars
deutsch, español, français

Andrea B. Slusser, JD Member: North Carolina Bar Se habla español

VIA EXPRESS MAIL

May 7, 2008

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

Re: Arti-Plac USA, LLC

To Whom It May Concern:

Enclosed please find the original and one copy of the Articles of Organization and Designation of Resident Agent for Arti-Plac USA, LLC.

Also enclosed is a check in the amount of \$133.75 (\$125.00 + \$8.75) to cover the charter tax, filing of the Articles of Organization, a certified copy of the Articles of Organization, and the filing of approval of the Resident Agent.

Please send the certified copy of the Articles of Organization and Resident Agent to:

James R. LaVigne, Esq. LaVigne, Coton & Associates, P.A. 7087 Grand National Drive, Suite 100 Orlando, Florida 32819

Your attention to this matter is appreciated. Enclosed is a prepaid Express Mail return envelope and address form.

Sincerely,

Joseph B. McFarland, Esq.

For LaVigne, Coton & Associates, P.A.

## **Articles of Organization**

of

#### ARTI-PLAC WOOD USA, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

## ARTICLE I

The name of the limited liability company shall be Arti-Plac Wood USA, LLC.

## ARTICLE II ADDRESS

The mailing address and street address of the principal office of the company shall be 8750 Exchange Drive, Unit 8, Orlando, Florida 32809.

## ARTICLE III DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these articles of organization.

## ARTICLE IV REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida is James R. LaVigne, Esquire, LaVigne, Coton & Associates, P.A., 7087 Grand National Drive, Suite 100, Orlando, Florida 32819.

## ARTICLE V CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property as set forth in the Operating Agreement.

DIVISION OF CORPORATIO

#### ARTICLE VI ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

#### ARTICLE VII ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

#### ARTICLE VIII TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

#### ARTICLE IX MANAGEMENT

The company shall be managed by the members who elect a managing member, in accordance with an Operating Agreement adopted by the members for the management of the business and affairs of the company. This Operating Agreement may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization.

IN WITNESS WHEREOF, the undersigned organizer, pursuant to Section 608.407, Florida May, 2008.

Renato Pereira Rosa, Organizer and authorized representative of Arti-Plac Wood USA, LLC

STATE OF FLORIDA COUNTY OF ORANGE	
Swom to and subscribed before me this day	
Notary Public State of Florida/Commissioner for C Name: (typed or printed)	Notary Public State of Florida Silvia Valena Moraes Pires My Commission DD578345 Expires 07/26/2010
Personally Known OR Produced IdentificationType of Identification	
(Seal)	
CERTIFICATE DESIGNATING PLACE OF SERVICE OF PROCESS WITHIN FLORI PROCESS MAY BE SERVED, THE FOLLOW	IDA, NAMING AGENT UPON WHOM
Renato Pereira Rosa, desiring to organize Arti-Plac Wood USA, LLC under the laws of the State of Florida, with its principal place of business in the City of Orlando, Florida, has named James R. LaVigne, located at LaVigne, Coton & Associates, P.A., 7087 Grand National Drive, Suite 100, Orlando, FL 32819, as its AGENT FOR ACCEPTANCE OF PROCESS WITHIN FLORIDA.	
SIGNATURE:	Renato Pereira Rosa, Organizer
DATE:	May 1, 2008 PILE
HAVING BEEN NAMED TO ACCEPT SERVICE OF LIMITED LIABILITY COMPANY, AT THE PLACE IN HEREBY AGREE TO ACT IN THIS CAPACITY. FOR WITH AND AGREE TO COMPLY WITH THE PROTHE DUTIES AND OBLIGATIONS PROVIDED FOR PROPER AND COMPLETE PERFORMANCE OF	DESIGNATED IN THIS CERTIFICATE, I FOR THE SECOND TO THE
SIGNATURE:	James R. LaVigne, Esquire