

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
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Building Products USA, Inc.

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- Certificate of Fictitious Name
- Corp Record Search
- Officer Search
- Fictitious Search
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TALLAHASSEE, FLORIDA
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Signature _____

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SMITH MAY 11 2000

ARTICLES OF INCORPORATION
OF
BUILDING PRODUCTS USA, INC.

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00 MAY 10 AM 10:37
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ARTICLE I
NAME

The name of the Corporation is Building Products USA, Inc. The address of the Corporation is 2814 Pine Club Drive, Plant City, Florida, 33567.

ARTICLE II
DURATION

The Corporation shall have perpetual existence.

ARTICLE III
PURPOSE

The Corporation is organized for the following purposes: to engage in any activity or business incidental to or related to the business; to acquire and hold stock in any corporation; to engage in joint ventures and partnerships, as a limited or general partner; to acquire, own, hold, manage, mortgage, improve, lease, sell, exchange, transfer, and otherwise deal with real, personal, and intangible property wherever situate; to carry out the said purposes in any State, territory, district, or possession of the United States, or in any foreign country; and to engage in any activity or business permitted under the laws of the United States, the State of Florida, and any other State or foreign country.

ARTICLE IV
CAPITAL STOCK

The Corporation is authorized to issue 7500 shares of capital stock of the par value of One Dollar (\$1.00) per share which shall be designated "Common Shares," and all of which shall have the same rights and privileges.

**ARTICLE V
PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of the Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial Registered Office of the Corporation is 2814 Pine Club Drive, Plant City, Florida, 33567, and the name of the initial Registered Agent of the Corporation at that address is Santos Gonzalez.

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

The Corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws. The name and address of the initial directors of the Corporation are:

Santos Gonzalez
2814 Pine Club Drive
Plant City, Florida 33567

David Foushee
2814 Pine Club Drive
Plant City, Florida 33567

**ARTICLE VIII
INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is: Santos Gonzalez, 2814 Pine Club Drive, Plant City, Florida, 33567.

**ARTICLE IX
BYLAWS**

The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors and the shareholders.

**ARTICLE X
INDEMNIFICATION**

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

**ARTICLE XI
AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 9th day of May, 2000.

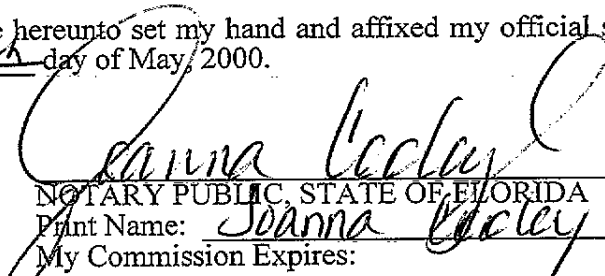


Santos Gonzalez
Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Santos Gonzalez, known to me and known by me to be the person who executed the foregoing Articles of Incorporation of Building Products USA, Inc. and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 9th day of May, 2000.



NOTARY PUBLIC, STATE OF FLORIDA
Print Name: Joanna Cooley
My Commission Expires:



CERTIFICATE DESIGNATING REGISTERED AGENT

In pursuance of Chapter 48.091 and Chapter 607.0501, Florida Statutes, the following is submitted in compliance with said Act:

That Building Products USA, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 2814 Pine Club Drive, Plant City, Florida, 33567, has named Santos Gonzalez, located at 2814 Pine Club Drive, Plant City, Florida, 33567, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to the proper and complete performance of my duties, and I accept the duties and obligations of Chapter 607.0501, Florida Statutes.

Building Products USA, Inc.

By: *Santos Gonzalez*
Santos Gonzalez
Registered Agent

Date: May 9, 2000.

FILED
00 MAY 10 AM 10:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA