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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend &
Rescind
Ask

SG

5-2808

FRIEDMAN, ROSENWASSER & GOLDBAUM
A PROFESSIONAL ASSOCIATION
ATTORNEYS AND COUNSELORS AT LAW
THE PLAZA • SUITE 801
5355 TOWN CENTER ROAD
BOCA RATON, FLORIDA 33486

TELEPHONE (561) 395-5511

TELEFAX (561) 395-2648

May 20, 2008

Via Federal Express

Florida Department of State, Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: AMERIPANEL HOMES CORP. – Amended and Restated Articles of Incorporation

Document Number: P00000080221

Dear Amendment Section:

The enclosed amended and restated articles of incorporation for Ameripanel Homes Corp are submitted for filing. Enclosed is a check for the filing fee in the amount of \$35.00.

If you require any additional information please do not hesitate contacting me.

Sincerely,


Deborah Love
Legal Assistant to Ronald N. Rosenwasser

enc.

cc.: Ronald N. Rosenwasser

FILED

2008 MAY 21 AM 9:27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
AMERIPANEL HOMES CORP.**

These Amended and Restated Articles of Incorporation of AMERIPANEL HOMES CORP. (the "corporation") amend and restate the corporation's Articles of Incorporation filed on August 24, 2000, as amended by the Articles of Amendment filed on January 29, 2002. These Amended and Restated Articles of Incorporation were duly adopted by unanimous joint written consent of the Board of Directors and sole shareholder of the corporation on May 19, 2008.

**ARTICLE I.
Name**

The name of the corporation is AMERIPANEL HOMES CORP.

**ARTICLE II.
Duration**

The corporation has perpetual existence.

**ARTICLE III.
Purpose**

The corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV.
Address**

The principal place of business of the corporation shall be: 4723 W Atlantic Avenue, Delray Beach, Florida 33445.

**ARTICLE V.
Capital Stock**

This corporation is authorized to issue Ten Thousand (10,000) shares of (\$.0) par value common stock. The holders of shares of Common Stock of the corporation shall not be entitled, as a matter of right, to subscribe for or purchase any part of any new or additional issue of any stock or other securities of the corporation. Without limiting the generality of the foregoing, the corporation's shareholders have no preemptive rights of any nature, including those described in Section 607.0850 of the Florida Business Corporation Act.

ARTICLE VI.
Registered Office And Agent

The street address of the registered office of the corporation is 1649 Classical Blvd., Delray Beach, Florida 33445 and the name of the registered agent of the corporation at that address is Marc Bronstein.

ARTICLE VII.
Board of Directors and Officers

The number of directors of the corporation is as set forth in the bylaws. Such number of directors may be increased or diminished from time to time as provided in the bylaws, but shall never be less than one (1). Marc Bronstein is the corporation's sole member of the Board of Directors and its president, secretary, and treasurer, and will hold such offices and titles until such time, if any, as his successor may be duly appointed or elected, qualified, and seated.

ARTICLE VIII.
Transfer Restriction

The shares of the corporation may not be assigned, encumbered, or otherwise disposed of in any manner (including, without limitation, by granting a security interest in or lien against them), without the express prior written consent of Marc Bronstein, as the corporation's president. Any assignment, encumbrance, or other disposition without such consent is null and void. The shares of the Company are subject to a Settlement Agreement, dated March 16, 2008, entered by Jan Bronstein and Canadian Artic Trading House, Ltd., and Marc Bronstein, and Valubuild Panel Homes Corp., and Ameripanel Homes Corp.

ARTICLE IX.
Powers

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE X.
Indemnification

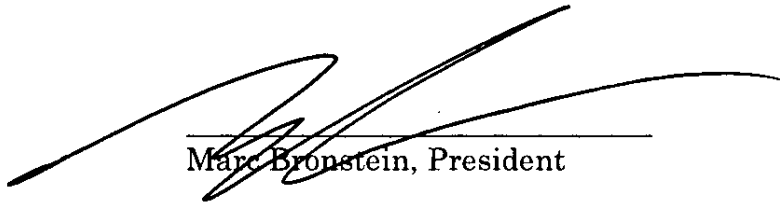
The corporation shall indemnify, and advance expenses of, Marc Bronstein for all actions and decisions taken or made on or in behalf of the corporation, in any capacity, to the fullest extent permitted under Florida law (including, without limitation, under Section 607.0850 of the Florida Statutes). The indemnification and advancement of expenses provided herein shall not be

deemed exclusive of any other rights to which Marc Bronstein may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification and advancement of expenses provided herein shall continue even after Marc Bronstein has ceased to be an officer, director, employee or agent of the corporation, and shall inure to the benefit of his heirs, the personal and other legal representatives.

ARTICLE XI.
Bylaws

The bylaws may be adopted, altered, amended or repealed by either the shareholders or the board of directors, but the board of directors may not amend or repeal any bylaw provision adopted by the shareholders if the shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

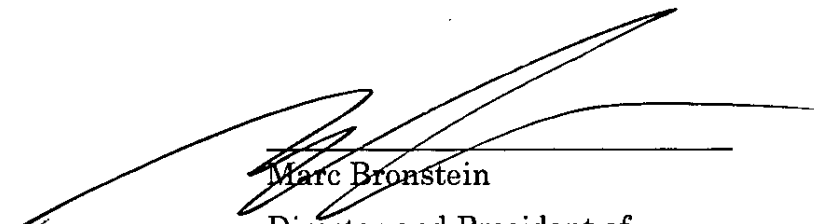
IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 19 day of May, 2008.



Marc Bronstein, President

CERTIFICATE FOR AMENDED AND RESTATED ARTICLES OF INCORPORATION PURSUANT TO F.S. 607.1007(4)

The restatement contains amendments that were approved by the corporation's sole shareholder and director on May 19, 2008.



Marc Bronstein
Director and President of
Ameripanel Homes Corp.