

**CORPORATE
ACCESS,
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

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1.) Bracecroft Timbers USA, Inc.
(CORPORATE NAME & DOCUMENT #)

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ARTICLES OF INCORPORATION
OF BRAECROFT TIMBERS USA, INC.

ARTICLE I - NAME

The name of this corporation is Braecroft Timbers USA, Inc.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS

The mailing address and principal place of business shall be located at 1900 S. Harbor City Boulevard, Suite 323, Melbourne, Florida 32901.

ARTICLE III - DURATION

This corporation shall have a perpetual existence commencing upon the filing of these Articles of Incorporation by the Department of State.

ARTICLE IV - PURPOSE

The nature of the business or purposes to be conducted or promoted are: To manufacture, design, construct, own, use, buy, sell, lease, hire and deal in and with articles and property of all kinds and to render services of all kinds, and to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$.01 par value common stock.

ARTICLE VI - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1825 Riverview Drive, Melbourne, Florida 32901, and the name of the initial registered agent of this corporation at that address is Victor S. Kostro, Esquire.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have seven (7) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than two. The name and address of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
ROY DESMOND SOUTHEY	23 Clifton Road Athlone Pietermaritzburg 3201 South Africa
JOHAN DAVID KRIGE	31 Coghill Avenue Kloof 3601 South Africa
GARY NOEL CHAPLIN	2 Long Ridge 153 North Ridge Road Morningside Durban 4001 South Africa

<u>NAME</u>	<u>ADDRESS</u>
ANTON OWEN WILLIAMS	24 Northpoint 275 North Ridge Road Morningside Durban 4001 South Africa
FRANCOIS JACOBUS COETZEE	13 Putter Road Nederland Park Ermelo 2351 South Africa
DAVID JUSTIN WYRLEY-BIRCH	Braecroft Farm Creighton 3263 South Africa
ANDREW WINGROVE TEDDER	15 Club Lane Hilton 3245 South Africa

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
VICTOR S. KOSTRO	1825 Riverview Drive Melbourne, Florida 32901

The powers of the Incorporator shall terminate upon the filing of these Articles of Incorporation.

ARTICLE X - BYLAWS

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

ARTICLE XI - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XII - COMPENSATION OF DIRECTORS

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XIII - INDEMNIFICATION

The corporation shall, to the fullest extent permitted by Florida Statute Section 607.0850, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XIV - AMENDMENT

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

ARTICLE XV - I.R.C. SECTION 1244 STOCK

It is the intent of the Incorporator to qualify the shares issued hereunder as "Section 1244 Stock" pursuant to Section 1244 of the Internal Revenue Code of 1986, as amended.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 8th day of April, 2002.



VICTOR S. KOSTRO

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST, that Braecroft Timbers USA, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of Melbourne, County of Brevard, State of Florida, has named Victor S. Kostro, Esquire, located at 1825 Riverview Drive, Melbourne, Florida 32901, 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 keeping open said office.



VICTOR S. KOSTRO, ESQ.

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TALLAHASSEE, FLORIDA