

P020000062208

LANE & ASSOCIATES, P.A.

International Law & Consulting

FLORIDA • GERMANY • SWITZERLAND

JAMES R. LAVIGNE, OF COUNSEL

Florida Main Office
5301 Conroy Road
Suite 140
Orlando, FL 32811
Tel: (407) 316-0343
Fax: (407) 316-0372

Email: RAPCL@aol.com

Naples Office
800 Laurel Oak Drive
Suite 200
Naples, Florida 34108
Tel. 1-800-966-7209
Fax: (407) 316-0372

Reply to: **ORLANDO**

September 11, 2002

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

700007782937--5
-09/17/02--01011-017
*****52.50 *****52.50

Via Certified Mail

Return Receipt: 7002 0460 0001 5042 0937

RE: PanelForm Distribution, Inc.

Dear Madam or Sir,

Enclosed please find the original and one copy of the Amendment to Articles of Incorporation for **PanelForm Distribution, Inc.**

Also enclosed is a check in the amount of \$52.50 to cover the filing of the Amended and Restated Articles of Incorporation, a certified copy of the Amendment to Articles of Incorporation, and a Certificate of Good Standing.

Please send the certified copy of the Amendment to Articles of Incorporation and the Certificate of Good Standing to:

Lane & Associates, P.A.
5301 Conroy Road, Suite 140
Orlando, Florida 32811
Tel. (407) 316-0343
Fax (407) 316-0372

Your attention to this matter is most appreciated.

Sincerely,



Paul Camp Lane
Attorney at Law
Enclosures

FILED
02 SEP 17 PM 12:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN SEP 24 2002

Affiliated Offices in:
FRANKFURT a.M. * MÜNCHEN * VADUZ

Amend

*cus
cc
3*

AMENDMENT TO ARTICLES OF INCORPORATION
OF

PanelForm Distribution, Inc.

September 11, 2002

FILED
02 SEP 17 PM 12:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned being the sole and current ^{Incorporator} of the Florida Corporation For Profit known as PanelForm Distribution, Inc. acting pursuant to the authority conferred upon him by Florida Statutes Chapter 607.1005 & 607.1007 does hereby adopt the below stated Amendment to Articles of Incorporation without Shareholder Action, insofar as no shares or stock in the said Corporation have been issued to date.

Article IX to the Articles of Incorporation is hereby amended to read as follows:

ARTICLE IX

INITIAL BOARD OF DIRECTORS

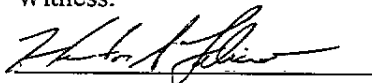
The number of Directors may either be increased or decreased from time to time by action in accordance with the provisions of the Bylaws, however there shall never be less than one (1). The name and address of the Director of this Corporation are:

Serge Meilleur
400 Rue du Parc Industrial
Longueil, Quebec
J4H 3V6 CANADA

IN WITNESS WHEREOF, the above-named Sole Incorporator has hereunto subscribed his name this 11th day of September 2002, to this Amendment to Articles of Incorporation.


PAUL CAMP LANE
Sole Incorporator

Witness:



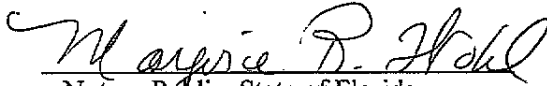
Name Hector A. Feliciano

STATE OF FLORIDA

COUNTY OF ORANGE

BEFORE ME, the undersigned authority, this day personally appeared Paul Camp Lane, to me well known and well known to me to be the person described in and who subscribed his name to the foregoing Amendment to Articles of Incorporation of PanelForm Distribution, Inc. and who acknowledged before me that he executed said Amendment to Articles of Incorporation as the Corporation's Sole Incorporator.

WITNESS my hand and seal at the County and State aforesaid this 11th day of September 2002


Notary Public, State of Florida

My commission expires:



Marjorie R Wohl
My Commission **CC902730**
Expires January 17, 2004