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Florida Department of State
Division of Corporations
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Phone : (305) 634-3694
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FLORIDA PROFIT CORPORATION OR P.A.

ayb wood quality corporation

Certificate of Status	0
Certified Copy	1
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[Handwritten signature and date 7/18]

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ARTICLES OF INCORPORATION
OF
AYB WOOD QUALITY CORPORATION

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The undersigned subscriber of these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is AYB WOOD QUALITY CORPORATION. The initial place of business of this corporation shall be:

28 W. Flagler St., 11th Floor
Miami, FL 33130

ARTICLE II - NATURE OF BUSINESS

This corporation may engage or transact in any activity or business permitted under the laws of the State of Florida and of the United States of America: except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, mutual life insurance association, cooperative association, fraternal benefits society, state fair or exposition.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 each.

ARTICLE IV - DURATION

The Corporation is to have perpetual existence, commencing upon the filing of these articles with the Department of State.

ARTICLE V - REGISTERED AGENT AND REGISTERED OFFICE

The registered agent's initial office address shall be located at 28 W. Flagler St., 11th Floor, Miami, Florida 33130, and the name of the initial registered agent of the corporation is Leslie I. Snyder Esq.

ARTICLE VI - RESIDENT AGENT

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Pursuant to the provisions of Section 48.091, Florida Statutes, the following is the designation of the Resident Agent on whom service of process may be made:

LESLIE I. SNYDER ESQ.
28 W. Flagler St., 11th Floor
Miami, FL 33130

ARTICLE VII - DIRECTORS

The Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the By Laws adopted by the Stockholders.

ARTICLE VIII - INITIAL DIRECTORS

The names and street address of the first Director who shall hold office until his successors are elected and qualified are as follows:

Louis Brousseau
565, Rue Alberta - Chabot
Drummondville, Quebec
Canada J2C 7Y

ARTICLE IX - INCORPORATOR

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

Jeronimo Vilar Gutierrez
28 W. Flagler St., 11th Floor
Miami, FL 33130

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in the manner provided bylaw. Every amendment shall be approved by the Board of Directors, proposed to them to the stockholders, and approved by the stockholder's meeting by majority of the stock entitled to vote thereon, unless all the directs and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE XI - REGULATION OF BUSINESS

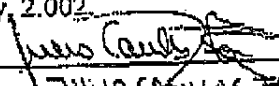
- A. The time and place of the annual stockholder's meeting shall be fixed and prescribed for in the bylaws and notice of same shall be given in one of the methods within or without the State. Any stockholder may waive notice of the time, place and purpose of the meeting, either before or after such meeting.
- B. The Stock in the corporation is issued pursuant to the provisions of Section 1244 of the Internal Revenue Code.

ARTICLE XII - PRE-EMPTIVE RIGHT

Every stockholder shall on the sale for cash of any new stock of the same class as that which they already hold, have the right to purchase their pro-rata share thereof (as nearly may be done without insurance of fractional shares) at the price at which is offered to others.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this ten day

of June, 2002



JULIO CASILLAS FONT
Witness: _____



LEONIDAS VILLAR GUTIERREZ

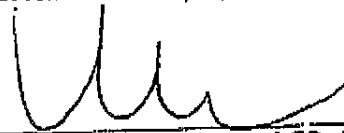
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act: That AYB Quality Wood Corporation is desiring to organize under the laws of the State of Florida with its principal office located at 28 W. Flagler St., 11th Floor, Miami, FL 33130, LS as indicated in the Articles of Incorporation at the city of Miami, County of Miami-Dade, State of Florida, and has named LESLIE I. SNYDER, ESQ., located at 28 W. Flagler St., 11th Floor, Miami, FL 33130, County of Miami Dade, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

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.



LESLIE I. SNYDER, ESQ.
Registered Agent

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