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October 8, 2002

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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*****78.75 *****78.75

RE: Wood Fiber USA, Inc.

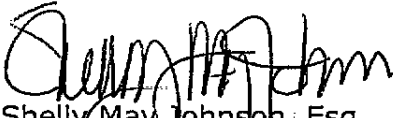
Dear Madam Secretary:

Enclosed for filing please find an original and one copy of the Articles of Incorporation for Wood Fiber USA, Inc., along with our check in the amount of \$78.75, to cover the filing and certified copy fees. Please return a certified copy of the filed Articles to our office.

Thank you for your assistance in this matter.

Sincerely,

FIGURSKI & HARRILL


Shelly May Johnson, Esq.

SMJ/amb

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 OCT 21 PM 12:14

10-22-02
amb

**ARTICLES OF INCORPORATION
WOOD FIBER USA, INC.**

FILED
CLERK OF STATE
DIVISION OF CORPORATIONS
02 OCT 21 PM 12:14

We, the undersigned subscribers, are organizing a corporation for profit pursuant to the statutes of the State of Florida providing for the formation, liabilities, rights and privileges and immunities of a corporation for profit.

ARTICLE I

The name of the corporation shall be, Wood Fiber USA, Inc., and the principal place of business of said corporation shall be at 16602 Palm Landing Way, P.O. Box 48133 Tampa, FL 33647.

ARTICLE II

The registered office of said corporation shall be in Pasco County, Florida which address is The Holiday, Tower, 2425 U.S. Highway 19, Suite 350, Holiday, FL 34691, and Shelly May Johnson, Esq., is hereby designated as the Registered Agent for service of process for said corporation at said address.

ARTICLE III

The purpose of the corporation is to engage in any activities or business permitted under the laws of the State of Florida or the United States.

ARTICLE IV

The corporation shall be authorized to issue Five Thousand and no/100 Dollars (\$5,000.00) in stock as follows:

Common Stock	No Par Value
Preferred Stock	No Preferred Stock

ARTICLE V

The corporation shall begin business with a paid capital of Five Hundred and no/100 Dollars (\$500.00), which may be in cash or the equivalent value in property.

ARTICLE VI

The corporation shall have a perpetual existence unless dissolved according to law.

ARTICLE VII

The number of directors of this corporation initially will be one (1); however, this number may be changed from time to time by lawful amendment of the Bylaws provided the number of directors shall not be more than two (2) and less than one (1).

ARTICLE VIII

The names and addresses of the organizers and the first Board of Directors, who, subject to the provisions of this Certificate of Incorporation, the Bylaws of the corporation, and the laws of the State of Florida, shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
Bruce Rossi	16602 Palm Landing Way P.O. Box 48133 Tampa, FL 33647	President V. President Secretary Treasurer

ARTICLE IX

The number of shares of stock subscribed to the said corporation are as follows:

<u>NAME</u>	<u>SHARES</u>
Bruce Rossi	100

ARTICLE X

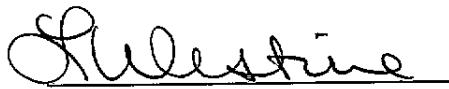
The corporation shall have a lien on all shares of stock in an amount equal to any debts that a stockholder may owe to the corporation.

No transfer of stock shall be valid or binding until the transfer has been duly recorded and entered upon the corporate books.

The power to amend the Certificate of Incorporation shall be vested in the Board of Directors, but such amendment shall not become effectual until and unless approved by the majority of stockholders.

IN WITNESS WHEREOF, the undersigned organizers and incorporators have hereunto set their hands and seals this 3 day of October, 2002, for the purpose of forming this corporation under the laws of the State of Florida, and hereby make and file this Certificate of Incorporation in the Office of the Secretary of the State of Florida and certify that the facts therein are true.

WITNESSES:


Signature

Lauree G. Westine
Printed Name

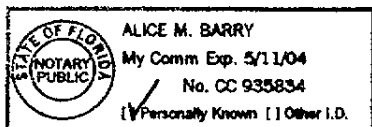

Bruce A. Rossi

Shelly May Johnson
Signature
SHELLY MAY JOHNSON
Printed Name

STATE OF FLORIDA
COUNTY OF PASCO

BEFORE ME, the undersigned authority, personally appeared Bruce A. Rossi, who is personally known to me and who in my presence, has hereunto subscribed his name and signature to the foregoing Articles of Incorporation of Wood Fiber USA, Inc.

WITNESS my hand and official seal this 3 day of October, 2002.



Alice M. Barry
Notary Public

My Commission Expires: 5/11/04

Having been named to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: 10/3, 2002.

Shelly May Johnson
Shelly May Johnson, Esq.