

CAPITAL CONNECTION

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## FLORIDA PROFIT CORPORATION OR P.A.

PHOENIX FLOORS AND WALL, INC.

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CAPITAL CONNECTION

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ARTICLES OF INCORPORATION  
OF  
PHOENIX FLOORS AND WALLS USA, INC.

The undersigned, acting as Incorporator(s) of a corporation under the Florida General Corporation Act, Adopt(s) the following Articles of Incorporation for such corporation

ARTICLE I  
NAME

The name of the corporation is: PHOENIX FLOORS AND WALLS USA, INC.

ARTICLE II  
ADDRESS OF PRINCIPAL OFFICE

3070 MICHIGAN AVE  
KISSIMMEE, FLORIDA 34744

ARTICLE IV  
CAPITAL STOCK

The corporation is authorized to issue the following number of shares of the following classes at the following par values

No. Shares: 500

Class: common

Par Value: \$ 1.00

ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office, principal place of business and mailing address of this corporation is as follows:

3070 MICHIGAN AVE  
KISSIMMEE, FLORIDA 34744

The name of the initial registered agent at that address is: ADELFA J. ANDRADE.

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ARTICLE VI  
INITIAL BOARD OF DIRECTORS

The numbers of directors constituting the initial board of directors is One (1). The number of directors may be increased or decreased from time to time in a accordance with the bylaws but shall never be less than one (1). The names and addresses of the initial directors of the corporation are as follows:

ADELFA J. ANDRADE  
3070 MICHIGAN AVE  
KISSIMMEE, FLORIDA 34744

ARTICLE VII  
INCORPORATORS(S)

The name(s) and address of the incorporator(s) signing these articles of Incorporation is:

ADELFA J. ANDRADE  
3070 MICHIGAN AVE  
KISSIMMEE, FLORIDA 34744

ARTICLE VIII  
BY LAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and the shareholders

ARTICLE IX  
NATURE OF THE BUSINESS

This corporation may engage in or transact any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida or any other State, country or territory or nation

ARTICLE X  
INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

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ARTICLE XI  
INFORMAL ACTION OF DIRECTORS

If all the directors separately or collectively consent in writing to any action taken or to be taken by the corporation, and writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors

ARTICLE XII  
AMENDMENTS OF ARTICLES

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

IN WITNESS WHEREOF, the undersigned incorporator(s) has/have executed these Articles of Incorporation this 27<sup>th</sup> day February, 2004

  
Mrs. ADELFA J. ANDRADE  
Incorporator

Having been named as registered agent for the above-stated corporation, 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 and I accept the duties and obligations of the Florida Statutes.

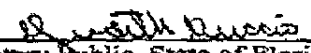
  
MRS. ADELFA J. ANDRADE  
Incorporator

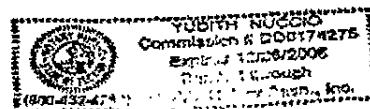
STATE OF FLORIDA  
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, this day personally appeared ADELFA ANDRADE to me known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he/they executed such instrument.

IN WITNESS WHEREOF, I have herein to set my hand and seal this 27<sup>th</sup> day of February, 2004

Identification Produced: FLDL

  
Notary Public, State of Florida  
My commission Expires 12/26/2006



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CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE  
OF  
PHOENIX FLOORS AND WALLS USA, INC.


Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

PHOENIX FLOORS AND WALLS USA, INC.


2. The name and address of the registered agent and office is:

ADELFA J. ANDRADE  
3070 MICHIGAN AVE  
KISSIMMEE, FLORIDA 34744

  
MRS. ADELFA J. ANDRADE  
Registered Agent

Date: August 27th, 2004

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATES IN THIS CERTIFICATE, I HEREBY ACCEPT THE CAPACITY, I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT

  
MRS. ADELFA J. ANDRADE  
Date: February 27<sup>th</sup>, 2004.

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