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**DISSOLUTION OR WITHDRAWAL  
KAINDL FLOORING USA CORP.**

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ARTICLES OF DISSOLUTION  
OF  
KAINDL FLOORING USA CORP.

1. The name of this corporation is KAINDL FLOORING USA  
CORP.

2. KAINDL FLOORING USA CORP. elected to dissolve pursuant to  
the Unanimous Written Consent of its Sole Shareholder and Sole Director, which Written  
Consent was effective as of June 15, 2012. A copy of such Written Consent is  
attached hereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles of  
Dissolution on this 15 day of June, 2012.

KAINDL FLOORING USA CORP.,  
a Florida corporation

By: Doris Buchmesser

Doris Buchmesser, President

(Corporate Seal)

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**UNANIMOUS WRITTEN CONSENT  
OF THE SOLE SHAREHOLDER  
AND SOLE DIRECTOR  
OF  
KAINDL FLOORING USA CORP.**

The undersigned, being the sole Shareholder and sole Director, respectively, of KAINDL FLOORING USA CORP., a Florida corporation (the "Corporation"), do hereby consent to the adoption and approval of the following resolutions:

**Adoption of Plan of Complete Liquidation and Dissolution**

WHEREAS, the sole Shareholder and sole Director of this Corporation deem it advisable and in the best interest of the Corporation and its sole Shareholder that the Corporation be completely liquidated and dissolved;

WHEREAS, the sole Shareholder and sole Director of this Corporation finds that it is advisable to adopt a plan of complete liquidation in accordance with the requirements of the Internal Revenue Code of 1986, as amended;

WHEREAS, the sole Shareholder and sole Director of this Corporation deem it advisable and in their best interest that the Corporation be completely liquidated and dissolved in accordance with the Plan of Complete Liquidation, it is

RESOLVED, that the Corporation be completely liquidated in accordance with the provisions of the Internal Revenue Code of 1986, as amended, and pursuant to the following Plan of Complete Liquidation:

1. The officers of the Corporation are authorized and directed to proceed promptly to wind up the Corporation's affairs by collecting all of its assets and paying or providing for the payment of all of its liabilities.
2. As soon as practicable, the officers shall wind up the affairs of the Corporation; pay or provide for the payment of its liabilities; establish a reserve in a reasonable amount to meet any known liabilities and liquidating expenses, if they deem such a reserve to be desirable, and distribute to the sole Shareholder in cancellation of the Corporation's shares, any remaining assets of the Corporation subject to any remaining unpaid liabilities.
3. If a reserve is established to meet claims against the Corporation, then the officers shall arrange for the distribution of any unused balance of such reserve to the sole Shareholder as soon as practicable.
4. The officers of the Corporation are authorized and directed to file, or to have counsel for the Corporation file Form 966, Corporate Dissolution or Liquidation.



with the Internal Revenue Service together with a certified copy of this Resolution, within thirty (30) days after the date hereof.

5. The officers of the Corporation are authorized and directed to file all other forms and documents required by the State of Florida, including, but not limited to, Articles of Dissolution, and by the federal government, including tax returns, as soon as possible after distribution of all of the Corporation's assets.

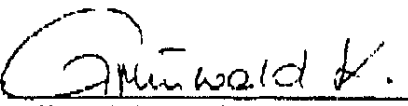
FURTHER RESOLVED, that the officers of the Corporation, be, and they hereby are, authorized and directed to execute whatever instruments and documents, and take whatever additional actions they deem necessary or appropriate to carry out the intent and accomplish the purposes of the foregoing Resolutions.

Effective Date: June 15, 2012.

SOLE SHAREHOLDER:

KAINDL FLOORING GMBH,  
an entity organized and existing under the  
laws of the Federal Republic of Austria

By:   
Doris Buchmesser, Managing Director

By:   
Konrad Grunwald, Managing Director

SOLE DIRECTOR:

  
Doris Buchmesser