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To: Division of Corporations  
Fax Number : (850)205-0381

From: Account Name : FAS-T CORP. AGENTS, INC.  
Account Number : 071001002335  
Phone : (305)599-0839  
Fax Number : (305)716-0346

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TALLAHASSEE FLORIDA

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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**AVS ROOF CORPORATION**

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**ARTICLE OF INCORPORATION**  
**OF**  
**AVS Roof Corporation.**

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned incorporator (s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt (s) the following Articles of incorporation.

**ARTICLE I - NAME.**

The Name of the Corporation shall be:

**AVS Roof Corporation**

The principal place of business of this corporation shall be:

**AVS Roof Corporation**  
1351 NE Miami Gardens Dr. # 1105  
North Miami Beach, Florida. 33179

**ARTICLE II NATURE OF BUSINESS.**

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

**ARTICLE III CAPITAL STOCK.**

This Corporation is authorized to issue one thousand (1,000) shares of one dollar (\$1.00) par value common stock which shall be distributed as it continues:

<b><u>Name &amp; Address</u></b>	<b><u>Shares:</u></b>
<b>ADMI Administração e Participações, Ltda</b> IL: 043815090001-82 Rua Moisés Guelmann, 36 Novo Mundo, Curitiba Paraná, Brazil. 81050-060	60 %
<b>Aleksander F. Almeida</b> 1351 NE Miami Gardens Dr. # 1105 North Miami Beach, Florida. 33179	20%
<b>Vivian Soares</b> 1351 NE Miami Gardens Dr. # 1105 North Miami Beach, Florida. 33179	20%

**ARTICLE IV TERM OF EXISTENCE.**

*This corporation is to exist perpetually.*

**ARTICLE V OFFICERS DIRECTORS.**

*The name (s) and street address (es) of the initial officer (s) and director (s), if any, who shall hold office the first year of the corporation's existence or until their successor (s) is (are) elected, is (are):*

**Name & Address**

**Title:**

*Alexander F. Almeida  
1351 NE Miami Gardens Dr. # 1105  
North Miami Beach, Florida. 33179*

*Director*

*Vivian Soares  
1351 NE Miami Gardens Dr. # 1105  
North Miami Beach, Florida. 33179*

*Director*

**ARTICLE VI INCORPORATOR (S)**

*The name (s) and street address (es) of the incorporator (s) to this article of incorporation is (are):*

*Vivian Soares  
1351 NE Miami Gardens Dr. # 1105  
North Miami Beach, Florida. 33179*

*IN WITNESS WHEREOF, The undersigned incorporator (s) has (have) executed these Articles of incorporation this 27 of May, 2006*

*Signature (s) of incorporator (s)*

  
Vivian Soares

**ARTICLE VII. Liability of Stockholder**

*The private property of the stockholders shall not be subject to the payment of corporate debts.*

**ARTICLE VIII. Management**

*Subject to the provisions of the laws of the State of Florida, the following provisions are adopted for the management of the business and for the conduct of the affairs of the Corporation, and for defining, limiting and regulating the powers of the Corporation, the directors and the stockholders:*

*(a) The books of the Corporation may be kept outside of the State of Florida at such place or places as may from time to time be designated by the Board of Directors.*

*(b) The business of the Corporation shall be managed by its Board of Directors; and the Board of Directors shall have power to exercise all the powers of the Corporation, including (but without limiting the generality hereof) the power to create mortgages upon the whole or any part of the property of the Corporation, real or personal, without any action of or by the stockholders, except as otherwise provided by statute or by the Bylaws.*

*(c) All decision, business, mortgage, or in case the Corporation shall enter into any contract or transact any business, must be approved by 100% of stockholder.*

*(d) Upon any sale, exchange or other disposal of the property and/or assets of the Corporation, payment therefore may be made either to the Corporation or directly to the stockholders in proportion to their interests, upon the surrender of their respective stock certificates, or otherwise, as the Board of Directors may determine.*

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE.**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under The laws of the State of Florida, submit 's the following statement in designating the registered office/registered agent , in the State of Florida

1. The name of the corporation:

**AVS Roof Corporation**

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

Vivian Soares  
1351 NE Miami Gardens Dr. # 1105  
North Miami Beach, Florida. 33179

SIGNATURE

Title: Director

Date: May 26, 2006

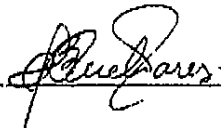


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**HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.**

SIGNATURE



DATE 05/27/2006