

## TRANSMITTAL LETTER

City **NORTH MIAMI BEACH** State **FLORIDA** Zip **33179**

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-06/14/96--01027--012  
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PAULO CALHEIROS BOMAM

FILED  
96 JUN 13 PM 1:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 JUL 13 PM 1:59

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**ARTICLE OF INCORPORATION**  
of  
**MERCOSUL BUILDING MATERIALS, INC.**

Pursuant to Chapter 607 of the Florida Business Corporation Act, the undersigned incorporator submits these articles of Incorporation for the purpose of forming a for-profit corporation

**Article 1.** The name of the corporation is:

MERCOSUL BUILDING MATERIALS, INC.

**Article 2.** The principal place of business and mailing address of this corporation is:  
1031 IVES DAIRY ROAD, SUITE 228, NORTH MIAMI BEACH, FL 33179

**Article 3.** The corporation is authorized to issue one class of stock, that stock being 1000 shares of \$1.00 par value, common stock, with identical rights and privileges, the transfer of which is restricted according to the bylaws of the corporation.

**Article 4.** The name and address of the corporation's initial registered agent is:

PAULO CALHEIROS BOMFIM  
1031 IVES DAIRY RD., SUITE 228  
NORTH MIAMI BEACH, FL 33179

**Article 5.** The name and address of the incorporator is as follows:

PAULO CALHEIROS BOMFIM  
1031 IVES DAIRY RD., SUITE 228  
NORTH MIAMI BEACH, FL 33179

**Article 6.** No Director shall be held liable to the corporation or its shareholders for monetary damages due to a breach of fiduciary duty, unless the breach is a result of self-dealing, intentional misconduct, or illegal actions.

The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on, are to do any and all things herein mentioned, as fully and to the same extent as natural persons might or could do, in any part of the world, viz.:

"The purpose of the corporation is to engage in any lawful act or activity for which the corporation may be organized under the general Corporation Law of Florida".

In witness whereof, the undersigned incorporator has executed these Articles of Incorporation on the date below. The undersigned incorporator hereby declares, under penalty of perjury, that the statements made in the foregoing Article of Incorporation are true, and that the incorporator is at least eighteen years of age.

6/12/96  
Date

  
Signature of Incorporator

PAULO CALHEIROS BOMFIM  
Name of Incorporator

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**CERTIFICATE OF DESIGNATION  
OF  
REGISTERED OFFICE AND REGISTERED AGENT**

Pursuant to section 607.0501 of The Florida Business Corporation Act, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida.

1. The name and address of the corporation's registered agent and registered office is:

**PAULO CALHEIROS BOMEIM**

Name

**1031 LIVES DIARY RD., SUITE 228**

Street Address

**NORTH MIAMI BEACH, FL 33179**

City/State/Zip

Having been named as the registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this 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.

  
\_\_\_\_\_  
Signature of Registered Agent

6/12/96  
\_\_\_\_\_  
Date of Signature

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