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FLORIDA DIVISION OF CORPORATIONS

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((H97000001884 0))

TO: DIVISION OF CORPORATIONS
(904) 922-4001

FAX #:

FROM: BAKER & MCKENZIE
074222002135

ACCT#:

CONTACT: JIM HASTINGS
PHONE: (305) 789-8900
(305) 789-8953

FAX #:

NAME: GUAINCO PISOS ESMALTADOS, INC.
AUDIT NUMBER.....H97000001884
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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: 2- 3-87 : 3:25PM ; BAKER & MCKENZIE-

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BAKER & MCKENZIE

ATTORNEYS AT LAW

SUITE 1600

BARNETT TOWER

701 BRICKELL AVENUE

MIAMI, FLORIDA 33131 2827

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CABLE ABOGADOMA - TELEX 592386

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EUGENE A. ROSTOV
(305) 789-8901

February 3, 1997

VIA FACSIMILE

Neysa Culligan
Document Specialist
Florida Department of State
Tallahassee, FL

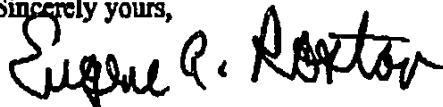
Re: Guainco Pisos Esmaltados, Inc.
Audit #H97000001884

Dear Ms. Culligan:

In response to your fax of today regarding the above-referenced company, please be advised that Guainco is a proper name and the translation of "Pisos Esmaltados" is Enameled Tiles so that the translation of the company name is Guainco Enameled Tiles, Inc.

Should you need any additional information, please let me know.

Sincerely yours,



Eugene A. Rostov

EAR/bqh

Enclosure

103426

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: 2- 3-97 : 3:25PM : BAKER & MCKENZIE-

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 3, 1997

BAKER & MCKENZIE

GUAINCO

SUBJECT: ~~GUAINCO~~ PISOS ESMALTADOS, INC.
REF: W97000002556

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Please provide an English translation for the entity's name in your cover letter.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6067.

Neyssa Culligan
Document Specialist

FAX Aud. #: H97000001884
Letter Number: 397A00005388

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**ARTICLES OF INCORPORATION
OF
GUAINCO PISOS ESMALTADOS, INC.**

FILED
97 FEB -3 PM 5:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this Corporation is GUAINCO PISOS ESMALTADOS, INC.

ARTICLE II

MAILING ADDRESS OF THE CORPORATION

The mailing address of this Corporation is 269 Costanara Road, Coral Gables, Florida 33143.

ARTICLE III

CAPITAL STOCK

This Corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated "Common Shares."

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 269 Costanara Road, Coral Gables, Florida 33143, and the name of the initial registered agent of this Corporation at that address is Mariusa Pires Nakano.

ARTICLE V

DIRECTOR QUORUM AND VOTING

No less than a majority of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of a majority of the directors present, or,

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if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors. The name and address of the initial director of this corporation is:

Yssuyuki Nakan

Rua Emilio Ribas, 172
Campinas, São Paulo 13025-140, Brazil

ARTICLE VI

NATURE OF BUSINESS

This Corporation is being formed for the following purposes:

- a. To engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.
- b. To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.
- c. To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers of the corporation or which at any time appear conducive thereto or expedient.

ARTICLE VII

VOTING REQUIREMENTS FOR SHAREHOLDERS

The affirmative vote of a majority of the shareholders of this Corporation entitled to vote shall be required for the authorization of any action of the shareholders of this Corporation.

ARTICLE VIII

AMENDMENTS TO ARTICLES OF INCORPORATION AND BY-LAWS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors of this Corporation.

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ARTICLE IX

POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act, as amended from time to time.

ARTICLE X

INCORPORATOR

The name and address of the person signing these Articles is:

Yssuyuki Nakan
Rua Emilio Ribas, 172
Campinas, São Paulo, 13025-140
Brazil

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 31st day of January, 1997.



Yssuyuki Nakan

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**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH

That GUAINCO PISOS ESMALTADOS, INC., desiring to organize under the laws of the State of Florida, has named Mariusa Pires Nakano, 269 Costanara Road, Coral Gables, FL 33143, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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, and I accept the duties and obligations of Section 607.0505, Florida Statutes.

Dated this 31st day of January, 1997.


Registered Agent

103231

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