

SUZANO BAHIA SUL PAPEL E CELULOSE S.A.

Publicly held company
CNPJ nº 16.404.287/0001-55
N.I.R.E. nº 29.300.016.331

MINUTES OF ORDINARY AND EXTRAORDINARY GENERAL MEETING

DATE, TIME AND PLACE: April 26, 2006, at 2 pm, in the Company's head office, at Avenida Tancredo Neves 274, Centro Empresarial Iguatemi II, Block B, Suites 121 to 123, Pituba, Salvador, Bahia, Brazil.

PRESENT: Stockholders representing more than 2/3 of the voting capital and also holders of preferred shares without the right to vote; external auditors, Ernst Young Auditores Independentes S/S (CRC No.2 SP 015199/O-6-F-BA), represented by Ms. Renata Carolina Borelli (CRC No 1SP 238522/O-1) and the member of the Audit Board Mr. Rubens Barletta.

APPOINTMENT AND COMPOSITION OF THE MEETING COMMITTEE:

President, Bernardo Szpigel;
Secretary, Luiz Cesar Pizzotti.

PUBLICATIONS AND DOCUMENTS READ:

- a) **Convocation announcement** published in the newspapers *Gazeta Mercantil*, the *Official Gazette* of the State of Bahia, and *A Tarde*, in the editions of April 11, 12 and 13, 2006.
- b) **Proposal of the Executive Officers** for change to and consolidation of the Bylaws, for the purpose, among other subjects, of creation of the Audit Committee and change of the name of the Strategy Committee to the Sustainability and Strategy Committee.
- c) **Report of management, financial statements, and consolidated financial statements** for the year ended December 31, 2005, and **opinions of the independent auditors and of the Audit Board**, published in the newspapers *Gazeta Mercantil*, *A Tarde* and the *Official Gazette* of the State of Bahia, on February 1, 2006.

DECISIONS TAKEN:

In Extraordinary General Meeting of Stockholders:

FIRST: The meeting ratified the decision taken by the meeting of the Board of Directors held on July 4, 2005, which authorized the **issue**, within the authorized limit, of 169,340 (one hundred and sixty nine thousand three hundred and forty) "**B**" **preferred shares**, in the amount of R\$ 2,026,999.80 (two million twenty six thousand nine hundred and ninety nine Reais and eighty centavos), fully subscribed and paid up by Fundo de Investimentos do Nordeste – **FINOR**.

As a result the head paragraph of Clause 5 of the Company's Bylaws is amended to read as follows:

"The subscribed registered capital is R\$ 1,479,990,325.42 (one billion four hundred and seventy nine million nine hundred and ninety thousand three hundred and twenty five Reais and forty two centavos),

fully paid up and divided into 285,446,513 (two hundred and eighty five million four hundred and forty six thousand five hundred and thirteen) shares, without par value, of which 102,374,458 (one hundred and two million, three hundred and seventy four thousand four hundred and fifty eight) are nominal ordinary shares, 181,531,176 (one hundred and eighty one million five hundred and thirty one thousand one hundred and seventy six) are “A” preferred shares and 1,540,879 (one million, five hundred and forty thousand, eight hundred and seventy nine) are “B” preferred shares, both being of the book-entry type.” **SECOND:**

The meeting approved the proposal of the Executive Officers, with opinion in favor by the Board of Directors, for redrafting of Clauses of the Company’s Bylaws, relating to:

- (i) exclusion of the sole sub-paragraph of Clause 17 of the current Bylaws;
- (ii) insertion of a new competence for the Board of Directors, to be established in item q.6 of Clause 19, drafted as follows:

“to bring actions, make concessions, reach agreements or withdraw legal proceedings, procedures, measures or any other demands in Court, administrative or arbitration proceedings, and also to carry out voluntary tax offsetting, such as may result in or can result in obligations or rights on the part of the Company, or which may prejudice or can prejudice the Company’s reputation or image;”;

- (iii) alteration of the attributions of the Management Committee and the Strategy Committee, modification of the name of the latter to “the Sustainability and Strategy Committee”, and creation of the Audit Committee and their respective attributions, all established in Clause 21; and approval of the following drafting for subclauses “a”, “b” and “c” of the said Clause:

“a) *The Management Committee:* The attributions of this committee shall be set by the Board of Directors, and shall include, among others, advising the Board of Directors in the fulfillment of its responsibilities in the areas of finance, budget and control, management of talent, remuneration of executives, legal subjects, new business, investments, relationship with the market and investors, monitoring of results of the Company and performance of executives, and acting to promote the preparation and formulation of specific corporate policies for the areas of environment, health and safety, and also preparation of the annual Sustainability Report. This Committee should give prior opinion when a decision of the Board of Directors deals with the matters specified in the sub-clauses of Clause 19 (nineteen), with the exception of sub-Clause “h”, of these Bylaws.

b) *The Sustainability and Strategy Committee:* The attributions of this committee shall be set by the Board of Directors, and shall include, among other matters, advising the Board of Directors on compliance with its responsibilities relating to the area of long-term strategy and its planning, and also advising the Board of Directors in the dissemination of the strategic concept of sustainability, aiming to meet the standards accepted worldwide as benchmarks of excellence. This Committee should give a prior opinion when a decision of the Board of Directors deals with the subject specified in sub-Clause “h” of Clause 19 (nineteen) of these Bylaws.

c) *The Audit Committee:* The attributions of this committee shall be set by the Board of Directors, and shall include, among others, that of advising the Board of Directors on compliance with its responsibilities in relation to analysis of the financial statements, the development of internal controls and the inspection and coordination of the work of the Company’s internal and external auditors, and also to act in favor of compliance with the Code of Conduct and the corporate policies in the areas of safety, environment and health.”;

- (iv) **Change in Clause 23**, head paragraph, which shall now read as follows:

“In the event of his temporary absence, the Chairman of the Board of Directors shall be replaced by one of the Vice-Presidents of this body, and the party substituted shall appoint the substitute; and when this does not take place, the Board of Directors shall make this appointment. The same criterion shall be adopted when the same situation occurs with any other member, who shall be substituted by one of his peers.”;

(v) The name of the post of Chief Executive Officer shall be changed to *Director-President*, specified in **Clause 24**, which shall have the following drafting:

“The Executive Officers shall be the Chief Executive Officer (Director-President) and between 4 (four) and 9 (nine) others, resident and domiciled in Brazil, and of recognized technical and administrative ability, who may be stockholders, elected by the Board of Directors and able to be dismissed by it at any time, and also to be re-elected.”,

and the same change shall be applied to Clauses 13, 18, 25, 26, 27, 28 and 29, where the same position is mentioned;

(vi) The head paragraph of **Clause 25** shall be changed to read as follows:

“In the temporary absence:

a) of the Chief Executive Officer, his replacement shall be designated by the Chairman of the Board of Directors, from among the members of the Board of Directors or the Executive Officers;

b) of any other Director, his replacement shall be designated by the Director-President, from among the other members or from the direct subordinates of the Director who is absent or prevented, on his recommendation. In this latter case, the direct subordinate who is substituting the absent Director shall take part in all the routine activities and shall have all the duties of the said Director, including that of being present at meetings of the Executive Officers to instruct on matters relating to the Director who is substituted, without, however, exercising the right to a vote of receiving the remuneration of the person substituted.

and finally,

(vii) In accordance with the request of a stockholder, the sole **sub-paragraph of Clause 15** shall now read as follows:

“The term of office of the members of the Board of Directors is 2 (two) years, and that of the Executive Officers is 1 (one) year, but both shall be extended until the new members appointed are sworn in. Re-election is allowed”.

The new Bylaws, including the changes approved above, duly initialed by the Committee of the Meeting, are an integral part of these Minutes and attached hereto as Appendix I.

In Annual General Meeting:

FIRST: The meeting **approved the report of management, financial statements, and consolidated financial statements** for the business year ended December 31, 2005, accompanied by the opinions of the independent **auditors** and of the **Audit Board**; **SECOND:** The meeting **allocated the net profit** for the year (2005), in the amount of R\$ 495,942,151.05 (four hundred and ninety five million nine hundred and forty two thousand one hundred and fifty one Reais and five centavos), as follows: R\$ 24,797,107.55 (twenty four million seven hundred and ninety seven thousand one hundred and seven Reais and fifty five centavos) for formation of the Legal Reserve; R\$ 36,146,880.68 (thirty six

million one hundred and forty six thousand eight hundred and eighty Reais and sixty eight centavos) to the Tax Incentives Reserve; R\$ 266,904,095.64 (two hundred and sixty six million nine hundred and four thousand and ninety five Reais and sixty four centavos) to the Capital Increase Reserve; R\$ 29,656,010.63 (twenty nine million six hundred and fifty six thousand and ten Reais and sixty three centavos) to the Special Reserve under the Bylaws, and R\$ 138,438,056.55 (one hundred and thirty eight million four hundred and thirty eight thousand fifty six Reais and fifty five centavos) for the distribution of dividends, which had been fully distributed and duly paid on January 4, 2006, in the form of Interest on Equity, in accordance with the decision of the Board of Directors of December 19, 2005, corresponding to the dividend of R\$ 0.45815 per common share and R\$ 0.50397 per “A” preferred share, R\$ 0.50397 per “B” preferred share carrying the right to the full dividend, and R\$ 0.24991 per “B” preferred share issued on July 4, 2005; **THIRD:** With abstention from voting by Vanguard International Value Fund, Alliance Collective Investment Trust Ser, Gard P&I (Bermuda) Ltd, Mineworkers’ Pension Scheme, Ontario Teacher’s Pension Plan Board, Public Employee Retirement System of Idaho and Microsoft Global Finance Limited, the meeting re-elected to the **Board of Directors**, with term of office up to the Annual General Meeting of 2008: **Chairman: DAVID FEFFER** (CPF/MF No.882.739.628-49 – RG SSP/SP No .4.617.720-6), Brazilian, married, industrialist, resident and domiciled in São Paulo, São Paulo State, with office address at Av. Brigadeiro Faria Lima, 1355, 9th Floor, CEP 01452-919; **Vice-President: DANIEL FEFFER** (CPF/MF No. 011.769.138-08 – RG SSP/SP No .4.617.718), Brazilian, married, lawyer, resident and domiciled in São Paulo, São Paulo State, with office address at Av. Brigadeiro Faria Lima, 1355, 9th Floor, CEP 01452-919; **Vice-President: BORIS TABACOF** (CPF/MF No. 000.616.035-20 – RG SSP/SP No. 6.167.083), Brazilian, married, engineer, resident and domiciled in São Paulo, São Paulo State, with office address at Av. Brigadeiro Faria Lima, 1355, 10th Floor, CEP 01452-919; **Other members: ANTONIO DE SOUZA CORRÊA MEYER** (CPF/MF No. 215.425.978-20 – RG SSP/SP No 3.334.695-1), Brazilian, married, lawyer, resident and domiciled in São Paulo, São Paulo State, with office address at Rua da Consolação, 247 – 5th floor, CEP 01301-903; **CLÁUDIO THOMAZ LOBO SONDER** (CPF/MF No. 066.934.078-20 – RG SSP/SP No.2.173.952), Brazilian, married, engineer, resident and domiciled in São Paulo, São Paulo State, with office address at Rua Diogo Moreira, 132 – 10th floor - Suite 1005, CEP 05423-010; **JORGE FEFFER** (CPF/MF No .013.965.718-50 – RG SSP/SP No. 4.617.719-X), Brazilian, legally separated, company manager, resident and domiciled in São Paulo/SP, with office address at Av. Brigadeiro Faria Lima, 1355 - 9th floor, CEP 01452-919; **LUCIANO SIANI PIRES** (CPF/MF No. 013.907.897-56 – RG IFP/RJ No .07.670.915-3), Brazilian, married, engineer, resident and domiciled in Rio de Janeiro, Rio de Janeiro State, with office address at Av. República do Chile, nº 100, 22nd floor, Suite 2202, CEP 20139-999; **MARCO ANTONIO BOLOGNA** (CPF/MF No. 685.283.378-04 – RG SSP/SP nº 6.391.996), Brazilian, married, engineer, resident and domiciled in São Paulo, São Paulo State, with office address at Av. Jurandir, 856, Hangar VII – 5th floor, CEP 04072-000; and **OSCAR DE PAULA BERNARDES NETO** (CPF/MF nº 037.057.307-20 – RG SSP/SP nº 7.158.672-6), Brazilian, married, chemical engineer, resident and domiciled in São Paulo, São Paulo State, with office address at Av. Dr. Cardoso de Melo, 1460 – Suite 84, CEP 04548-005, and it was recorded that those elected, who take office on today’s date, are not subject to any of the legal impediments. **FOURTH: The holders of preferred shares**, with abstention from voting by Vanguard International Value Fund, Alliance Collective Investment Trust Ser, Gard P&I (Bermuda) Ltd, Mineworkers’ Pension Scheme, Ontario Teacher’s Pension Plan Board, Public Employee Retirement System of Idaho and Microsoft Global Finance Limited, **elected ODALI DIAS CARDOSO** as a member of the **Audit Board**, and **JOSÉ IVO DOS SANTOS LOSS** as his substitute; and **the controlling stockholders elected**, as members of the **Audit Board**, **LUIZ AUGUSTO MARQUES PAES** and **RUBENS BARLETTA**, and as their

respective substitute members **ROBERTO FIGUEIREDO MELLO** and **LUIZ GONZAGA RAMOS SCHUBERT**, described in full below, and all having period of office up to the Annual General Meeting of 2007. As a result the members of the **Audit Board** are now as follows: **Members of the Audit Board: LUIZ AUGUSTO MARQUES PAES** (CPF/MF No. 045.320.388-47 – RG SSP/SP No. 12.605.359-5), Brazilian, married, lawyer, resident and domiciled in São Paulo, São Paulo State, with office address at Rua Gomes de Carvalho, 1306, 2nd floor, Suite 22, CEP 04547-005; **RUBENS BARLETTA** (CPF/MF No. 397.909.328-04 – RG SSP/SP No. 3.540.429-2), Brazilian, legally separated, lawyer, resident and domiciled in São Paulo, São Paulo State, with office address at Rua Senador Paulo Egídio, 72, 15th floor, CEP 01006-010; **ODALI DIAS CARDOSO** (CPF/MF No. 024.716.982/04 – RG SSP/MA No. 25.827.272.003-1), Brazilian, married, retired, resident and domiciled in Rio de Janeiro, Rio de Janeiro State, with office address at Av. Borges de Medeiros, 829, CEP 22430-040; and their respective **substitute members: ROBERTO FIGUEIREDO MELLO** (CPF/MF No. 532.755.358-20 – RG SSP/SP No. 3.922.596), Brazilian, married, lawyer, resident and domiciled in São Paulo, São Paulo State, with office address at Rua Libero Badaró, 293 – 27th floor, CEP 01095-900; **LUIZ GONZAGA RAMOS SCHUBERT** (CPF/MF No. 080.501.128-53 – RG SSP/SP No. 2.560.033), Brazilian, married, lawyer, resident and domiciled in São Paulo, São Paulo State, with office address at Rua Senador Paulo Egídio, 72 – 15th floor, CEP 01006-010; and **JOSÉ IVO DOS SANTOS LOSS** (CPF/MF No. 197.530.710-00 – RG SSP/RS No.701.716.466-1) Brazilian, married, accountant, resident and domiciled in Mata de São João, Bahia State, with office address at Rodovia BA 099, Km 74, s/nº - Linha Verde, CEP 48280-000, Costa do Sauípe. It was recorded that those elected, taking office on today's date, are not subject to any of the legal impediments. Each member of the Audit Board shall receive the minimum remuneration specified by law. **FIFTH:** The meeting fixed the amount of the global annual remuneration of the Company's managers at up to the equivalent in Reais of 3,500 (three thousand five hundred) times the Minimum Annual Salary of São Paulo Paper Workers, and the Board of Directors has the responsibility, in accordance with the Bylaws, of deciding on the distribution of such amounts between its members and those of the Executive Officers. The publication of these Minutes is authorized as specified in §2 of Clause 130 of the Corporate Law. These Minutes having been read and approved are hereby signed by those present. Salvador, April 26, 2006.

Bernardo Szpigel
Chairman of the Meeting

Luiz Cesar Pizzotti
Secretary

SUZANO HOLDING S.A.
p.p. Luiz Cesar Pizzotti

IPLF HOLDING S.A
p.p. Giulianna D. B. Gori

CAIXA DE PREVIDÊNCIA
DOS FUNCIONÁRIOS DO BANCO DO
BRASIL –PREVI
p.p. José Washington Eustáquio dos Santos

STICHING PENSIONFONDS ABP
p.p. Iamara Garzone de Sicco

GARD P&I (BERMUDA) LTD
p.p. Iamara Garzone de Sicco

MINEWORKERS' PENSION SCHEME
p.p. Iamara Garzone de Sicco

TEMPLETON EMERGING MARKETS SERIES
p.p. Iamara Garzone de Sicco

TEMPLETON DEVELOPING MARKETS SECURITIES
p.p. Iamara Garzone de Sicco

TEMPLETON INT EMERGING MKTS F
p.p. Iamara Garzone de Sicco

TEMPLETON DEVELOPING MKTS TRUST
p.p. Iamara Garzone de Sicco

FRANKLIN TEMPLETON INVESTMENT FUNDS
p.p. Iamara Garzone de Sicco

TEMPLETON EMERGING MARKETS FUND
p.p. Iamara Garzone de Sicco

FRANKLIN TEMPLETON TAX CLASS
p.p. Iamara Garzone de Sicco

BT PENSION SCHEME

p.p. Iamara Garzone de Sicco

ROIAL MAIL PENSION PLAN

p.p. Iamara Garzone de Sicco

BRITISH COAL STAFF SUPERANNUAL

p.p. Iamara Garzone de Sicco

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COMMON FUND EMMERGING MARKETS I C

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VANGUARD INTERN VALUE FUND

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ALLIANCE COLLECTIVE I. TRUST SER

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TAX IDEX OPPENHEIMER EM MKTS

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LIBERTY ACORN INTERNATIONAL

p.p. Iamara Garzone de Sicco

PUBLIC EMP RET SYSTEM OF IDAHO

p.p. Iamara Garzone de Sicco

ONTARIO MUNICIPAL EMP RET BOARD

p.p. Iamara Garzone de Sicco

STATE OF WISCONSIN INV BOA

p.p. Iamara Garzone de Sicco

WAGNER INTL SMALLCAP ADVISOR

p.p. Iamara Garzone de Sicco

COMMONWEALTH OF PEN PUBLIC SCHOOL EMP

p.p. Iamara Garzone de Sicco

SOVEREING EM MKTS EQ POOL

p.p. Iamara Garzone de Sicco

THE MASTER TRUST BANK OF JAPAN, LTD RE:

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FORD MOTOR COMP DEFINED BENE MASTER TR

p.p. Iamara Garzone de Sicco

MICROSOFT GLOBAL FINANCE LIMITED

p.p. Iamara Garzone de Sicco

PEPSICO, INC. MASTER RET TRUST

p.p. Iamara Garzone de Sicco

PLEIADES TRUST

p.p. Iamara Garzone de Sicco

ORPHEUS TRUST

p.p. Iamara Garzone de Sicco

ONTARIO TEACHERS'S PENSION PLAN BOARD

p.p. Iamara Garzone de Sicco

MACKENZIE UNIVERSAL CANADIAN RESOURCE FUND

p.p. Iamara Garzone de Sicco

MACKENZIE GROWTH FUND

p.p. Iamara Garzone de Sicco

MACKENZIE UNIVERSAL WORLD RESOURCE CAP CLASS

p.p. Iamara Garzone de Sicco

INTERNATIONAL BANK FOR REC AND DEV AS TRUSTEE

p.p. Iamara Garzone de Sicco

Luiz Cesar Pizzotti

Bernardo Szpigel

SUZANO BAHIA SUL PAPEL E CELULOSE S.A.

CONSOLIDATED BYLAWS

CHAPTER I

Name, head office, term of duration, objects

- Clause 1** **BAHIA SUL CELULOSE S.A.** is a Brazilian corporation with authorized capital, governed by these Bylaws and by the applicable legislation, operating in an ethically responsible manner and with respect for human rights.
- Clause 2** The Company has its head office in the city, municipality and district of Salvador, State of Bahia, which is its legal jurisdiction.
- Clause 3** The Company shall have indeterminate duration.
- Clause 4** The objects of the Company are:
- a) manufacture, trade, importation and exportation of pulp, paper and other products originated from the transformation of forest materials, including their recycling, and products related to the printing sector;
 - b) formation and commercial operation of homogenous forests, company-owned or owned by third parties, directly or through contracts with companies specialized in forest cultivation and management;
 - c) provision of services, and importation, exportation and commercial operation of goods related to the Company's objects;
 - d) transportation, by itself or by third parties;
 - e) participation as a partner or holder of shares in any other company or undertaking; and
 - f) operation of port terminals.

CHAPTER II

Registered capital and shares

- Clause 5** The subscribed registered capital is R\$ 1,479,990,325.42 (one billion four hundred and seventy nine million nine hundred and ninety thousand three hundred and twenty five Reais and forty two centavos), fully paid up and divided into 285,446,513 (two hundred and eighty five million four hundred and forty six thousand five hundred and thirteen) shares, without par value, of which 102,374,458 (one hundred and two million, three hundred and seventy four thousand four hundred and fifty eight) are nominal ordinary shares, 181,531,176 (one hundred and eighty one million five hundred and thirty one thousand one hundred and seventy six) are "A" preferred shares and 1,540,879 (one million, five hundred and forty thousand, eight hundred and seventy nine) are "B" preferred shares, both being of the book-entry type.

- § One -** The registered capital may be increased without any change in the Bylaws, by decision of the Board of Directors, up to the limit of 198,959,525 (one hundred and ninety eight million nine hundred fifty nine thousand five hundred twenty five) class A preferred shares and 5,788,776 (five million seven hundred eighty eight thousand seven hundred seventy six) class B preferred shares, all exclusively book-entry type.
- § Two -** In decisions on the issuance of preferred shares, the Board of Directors shall indicate the number, type and class of shares to be issued, price and conditions of the issue, whether the form of paying-in of subscription shall be at sight or for later payment, and in the latter case the minimum to be paid on subscription and the period and conditions for payment of the balance.
- § Three -** In the event of an increase in capital, stockholders shall have the right of preference in subscription of the shares to be issued, in proportion to the number and type of shares that they hold, for a period of 30 (thirty) calendar days from the publication of the respective notice to stockholders.
- § Four -** The Board of Directors may exclude the preference right for existing stockholders in any issue of shares, debentures convertible into shares or warrants the placement of which is made through (i) sale on securities exchanges or by public subscription or (ii) exchange of shares, in a public offering for acquisition of control, in accordance with the legislation.
- Clause 6** The class B preferred shares shall be reserved for subscription with FINOR tax incentive instruments.
- § One -** Services of custody and transfer of ownership of book-entry shares shall be provided free of charge to FINOR – Fundo de Investimentos do Nordeste – for shares subscribed by it.
- § Two -** Shares subscribed by Fundo de Investimentos do Nordeste – FINOR shall be paid by deposits of the corresponding quantity in a linked account with Banco do Nordeste do Brasil S.A. in the name of the Company, the release of the funds to take place after presentation of the proof of filing with the Commercial Board of the State and, according to the law, the Minutes of the Board of Directors which made the respective decision.
- § Three -** The Class B preferred shares shall not be transferable until the date of issue of the Certificate of Project Completion by the competent Development Agency.
- Clause 7** Holders of class A preferred shares shall have the following benefits:
- a) priority in reimbursement of capital, in the event of liquidation of the Company;
 - b) full sharing in the results of the Company, subject to the terms of item “c” below;
 - c) dividend, per preferred share, at least 10% (ten percent) greater than the dividend attributed to each common share;
 - c) participation, on equal conditions with the common shares, in distribution of profits in the form of bonus in cash or in any other form, and also in the capitalization of

any type of reserve, including a reserve relating to revaluation of assets, subject to item "c" above.

Sole sub-paragraph: The class A preferred shares shall not carry the right to vote, other than in circumstances in which the law gives them this right.

Clause 8 Holders of Class B preferred shares shall have the following benefits:

- a) priority in distribution of a minimum dividend of 6% (six per cent) per year, calculated on that part of the registered capital made up of this type of class of shares;
- b) dividend, per preferred share, at least 10% (ten percent) greater than the dividend attributed to each common share;
- c) the right to a dividend equal to that of the common shares, using the preferential dividend for this comparison, and subject to the terms of item "b" above;
- d) priority in the reimbursement of capital in the event of liquidation of the Company;
- e) participation, on equal conditions with the common shares, in distribution of profits in the form of bonus in cash or in any other form, and also in the capitalization of any type of reserve, including a reserve relating to revaluation of assets, subject to item "b" above;
- f) full participation in the results of the Company, in such a way that no other type or class of share shall have superior ownership advantages in relation to the Company's equity.

§ One - The class B preferred shares shall not carry the right to vote.

§ Two - The class B preferred shares shall acquire the right to vote if the minimum dividends to which they have the right are not paid in three consecutive business years, and they shall maintain this right until the respective payment.

§ Three - In the event of an increase in capital the class B preferred shares shall not have right of preference for subscription of the new shares as long as they are held in the name of FINOR.

§ Four - There shall be no preference right for subscription of securities issued under the special law for tax incentives.

Clause 9 The Company has the right, by decision of its General Meeting of Stockholders, to create new classes of preferred shares, or increase the quantity of preferred shares of existing classes, without maintaining their proportion in relation to the other shares, provided that the total number of preferred shares without the right to vote does not exceed 2/3 (two-thirds) of the registered capital. Preferred shares may also be created or increased in number to comply with a request of stockholders under Clause 10 of these Bylaws.

§ One - Decisions on the increase of registered capital shall indicate, in relation to the shares to be issued, how the first subsequent dividend to which the new shares are entitled shall be calculated.

§ Two - In the event of increase in capital by incorporation of reserves or of funds of any kind, the new shares, if issued, shall maintain the same proportions in relation to quantity, type and class of shares as those existing at the moment prior to the increase, and the rights attributed to each type and class of shares issued by the Company must be fully obeyed.

Clause 10 Stockholders may at any time request conversion of all or part of their holdings of common shares into preferred shares. This will result in each common share being converted purely and simply into one preferred share, subject to the maximum limit set by the previous Clause.

Clause 11 Any stockholder who for any reason does not within the specified period pay in any call for capital to subscribe shares of the Company shall, for the full purposes of law, be regarded as in arrears and subject to payment of the amount subscribed with monetary adjustment, in accordance with the law, by the Market General Price Index (IGP-M, published by the FGV), plus interest of 12% per year and a penalty payment of 10% on the amount of the outstanding balance of the call.

CHAPTER III

The General Meeting of Stockholders

Clause 12 The General Meeting of Stockholders shall be convened, ordinarily, in one of the 4 (four) months following the ending of the business year and, extraordinarily, at any time when called by the Chairman of the Board of Directors, by a Vice-chairman of the Board of Directors, or in any of the cases provided for by law.

Clause 13 The General Meeting of Stockholders shall be declared to be in session by the Chairman of the Board of Directors, or by any of the Vice-Chairmen of the Board of Directors, or by the Chief Executive Officer, and the stockholders shall then immediately elect the Chairman of the Meeting, who shall request one of those present to be secretary of the Meeting. The General Meeting of Stockholders may also be declared to be in session by the Investor Relations Director.

CHAPTER IV

Management of the Company

Clause 14 The following are the Company's management bodies:

- a) the Board of Directors: and
- b) the Executive Officers.

Clause 15 The Board of Directors is a committee decision body, and representation of the Company is a private right of the Directors.

Sole sub-paragraph: The term of office of the members of the Board of Directors is 2 (two) years, and that of the Executive Officers is 1 (one) year, but both shall be extended until the new members appointed are sworn in. Re-election is allowed.

Clause 16 The Ordinary General Meeting of Stockholders shall, annually, set the global amount of remuneration of the Board of Directors and the Executive Officers, it being for the Board of Directors to decide on the form of distribution of the amount fixed, between its members and those of the Executive Officers.

SECTION 1 – THE EXECUTIVE OFFICERS

Clause 17 The Board of Directors shall be made up of between 5 (five) and 9 (nine) members, all stockholders, resident in or outside Brazil, elected by the General Meeting of Stockholders, who shall appoint a Chairman and up to 2 (two) Vice-Chairmen from among them.

Clause 18 The Board of Directors shall meet on being called by its Chairman, or any of its Vice-Chairmen or by the Chief Executive Officer, with a minimum of 2 (two) days' notice and indication of the agenda. Convocation may be by electronic mail. The quorum for the Board to be in session at first convocation is at least 2/3 (two-thirds) of its members and, on second convocation, the majority of its members. The decisions of the Board of Directors shall be taken by a majority vote of members present at the meeting, provided that one is the Chairman or one of the Vice-Chairmen. In the event of a tied vote, the Chairman of the Board of Directors shall have a casting vote.

§ One - Members of the Board of Directors may take part in meetings by telephone, videoconference or other means of communication; and to ensure effective participation and authenticity of the vote, members should, within the 3 (three) days following meetings of this type, deliver to the head office, or send by fax, documents signed by them confirming their participation and the content of their votes. This procedure may be dispensed with by the said member signing the corresponding minutes of the meeting of the Board of Directors, which must make reference to the medium by which the member stated his or her opinion.

§ Two - All members of the Board of Directors have the right to be represented by one of their peers in the meetings of the Board of Directors, whether for formation of a quorum, or for voting, and have the option to indicate their vote to the party who is to represent them, or not to do so. This representation ceases simultaneously with the closing of the meeting of the Board of Directors.

§ Three - Similarly, votes shall be valid if made by letter, telegram, e-mail or fax, when received by the Chairman of the Board of Directors or his substitute, up to the moment of the meeting.

§ Four - The Chairman of the Board of Directors may invite any of the members of the Committees of the Board of Directors or any of the Executive Officers who are not members of the Board of Directors to attend meetings, but without the right to vote, and

also any other executive of the Company, or the representative of the Company's external auditors, or any third party who may be able to contribute opinions, information or suggestions or able to assist in the decisions of the members of the Board.

§ Five - The Board of Directors may also appoint an honorary member, a person of recognized professional competence with a history of dedication to the Company, who may be consulted on an information basis at the meetings of the Board of Directors, under rules and conditions to be set by the Board of Directors.

Clause 19 The following shall be the attributes of the Board of Directors:

- a) to fix the general orientation of the Company's business, subject always to the ethical values adopted by the community where it is working, especially respect for human rights and the environment;
- b) to elect, evaluate or dismiss Executive Officers, at any time, and to set the attributions and competencies of each one of them where these are not provided by these Bylaws;
- c) to inspect the management as effected by the Executive Officers; to examine the books and papers of the Company at any time; to request information on contracts signed or about to be signed, and any other acts;
- d) to decide on issuance of preferred shares, in accordance with the first to fourth paragraphs of Clause 5 (five) of these Bylaws;
- e) to state an opinion on the management report and accounts of the Executive Officers;
- f) to choose, and to dismiss, the Independent Auditors, subject to the right of veto provided for by law;
- g) to set the accounting criteria and practices;
- h) to approve the long-term global strategy to be obeyed by the Company and by the subsidiary companies, and also the long-term global strategy to be proposed for the affiliated companies;
- i) to examine, approve, and monitor the execution of, the annual and multi-year capital expenditure and operational budgets, which shall be prepared by the Executive Officers;
- j) to monitor and evaluate the economic and financial performance of the Company;
- k) to state opinions on any proposals or recommendations made by the Executive Officers to the General Meeting of Stockholders;
- l) to decide on the grant, or not as the case may be, of the right of preference to existing stockholders, or to reduce the period of this right, in issues of shares, debentures convertible into shares, or warrants, the placement of which is made by one of the methods referred to in Section 172 of Law 6404/76;
- m) subject to the terms of line "l" above, to decide on the issue of securities, including promissory notes, for public or private distribution, inside or outside Brazil, in accordance with the respective legislation;
- n) to authorize initial or subsequent participation of the Company as a partner, stockholder or member of a consortium, in another company or undertaking, the giving in guarantee of any interest so acquired to third parties in the Company's transactions, or disposal in any manner or form of any stockholding or interest which is part of the Company's assets;

- o) to authorize the acquisition of shares in the Company, for the purpose of cancellation, or holding in treasury and subsequent sale;
- p) to appoint the Investor Relations Director;
- q) to authorize the Executive Officers, with limits of authority to be defined by a resolution approved at a meeting of the Board of Directors, the minutes of which meeting shall be duly registered with the Commercial Board of the State of Bahia:
 - q.1) to sell, place a charge on, or acquire, goods of any type related to the Company's fixed assets;
 - q.2) to give a real guarantee of any nature, or to give a chattel mortgage;
 - q.3) to agree asset or liability financial transactions, including those known as "vendor" transactions, in which the Company is a guarantor for its clients;
 - q.4) to sign any other contracts in accordance with defined limits of authority in relation to amounts;
 - q.5) to carry out, or order to be carried out, any acts not expressly provided for in these Bylaws provided that such acts are legally within its competence;
 - q.6) to bring actions, make concessions, reach agreements or withdraw legal proceedings, procedures, measures or any other demands in Court, administrative or arbitration proceedings, and also to carry out voluntary tax offsetting, such as may result in or can result in obligations or rights on the part of the Company, or which may prejudice or can prejudice the Company's reputation or image;
- r) to decide on the establishment of a Consultative Council to provide advice to the members of the Board of Directors, and to set the positions, remuneration and rules for functioning of that body; and
- s) to create other Committees of the Board of Directors, whenever it deems this to be desirable, subject to the terms of Clause 21 below.

Clause 20

For the purposes of: (i) increasing interaction and cooperation between the Executive Officers and the Board of Directors; (ii) providing deep analysis of material strategic matters, ensuring that there is adequate information and maximum quality and efficiency in the process of decision-making by the Board of Directors; and (iii) meeting the requirements of the latest rules on corporate governance, the Committees of the Board of Directors are hereby created, and their function shall be to give opinions on matters within their areas of competence, in accordance with these Bylaws and the decisions of the Board of Directors.

§ One

- Each Committee shall be made up of between 2 (two) and 9 (nine) people, who up may be members of the Board of Directors, appointed by that Board and having the same period of office as its members. The chairman of the Board of Directors shall appoint a coordinator for each Committee. The members of the Committees may be members of more than one Committee, if the Board of Directors so decides, and shall have the same legal duties and responsibilities as managers of a *sociedade anônima*. The Board of Directors may dismiss or replace the members of the Committees at any time. The Committees shall decide by the majority of their members, and the Coordinator shall have a casting vote when the Committee has an even number of members.

§ Two -

The Committees may have assistance from other professionals, and also an administrative support structure. The Company shall pay the remuneration of such professionals, including that of the members of the Committees and the expenses of the administrative

support structure. When the Committees believe it to be necessary, they may also hire consultancy services from external professionals, whose fees shall be paid by the Company.

§ Three - The Board of Directors shall make specific rules (internal regulations) for the work, competency and procedures of the Committees.

Clause 21 Without prejudice to the creation of other committees by the Board of Directors, the following are now created:

- a) *The Management Committee:* The attributions of this committee shall be set by the Board of Directors, and shall include, among others, advising the Board of Directors in the fulfillment of its responsibilities in the areas of finance, budget and control, management of talent, remuneration of executives, legal subjects, new business, investments, relationship with the market and investors, monitoring of results of the Company and performance of executives, and acting to promote the preparation and formulation of specific corporate policies for the areas of environment, health and safety, and also preparation of the annual Sustainability Report. This Committee should give prior opinion when a decision of the Board of Directors deals with the matters specified in the sub-clauses of Clause 19 (nineteen), with the exception of sub-Clause “h”, of these Bylaws.
- b) *The Sustainability and Strategy Committee:* The attributions of this committee shall be set by the Board of Directors, and shall include, among other matters, advising the Board of Directors on compliance with its responsibilities relating to the area of long-term strategy and its planning, and also advising the Board of Directors in the dissemination of the strategic concept of sustainability, aiming to meet the standards accepted worldwide as benchmarks of excellence. This Committee should give a prior opinion when a decision of the Board of Directors deals with the subject specified in sub-Clause “h” of Article 19 (nineteen) of these Bylaws.
- c) *The Audit Committee:* The attributions of this committee shall be set by the Board of Directors, and shall include, among others, that of advising the Board of Directors on compliance with its responsibilities in relation to analysis of the financial statements, the development of internal controls and the inspection and coordination of the work of the Company’s internal and external auditors, and also to act in favor of compliance with the Code of Conduct and the corporate policies in the areas of safety, environment and health.

Clause 22 The Chairman of the Board of Directors has the following attributions, with the assistance, in relation to the matters in lines “b”, “c” and “d” below, at his exclusive option, of the respective Committees of the Board of Directors:

- a) to represent the Board of Directors in dealings with other parties;
- b) to suggest to the Board of Directors the general orientation of the Company’s business to be transmitted to the Executive Officers;
- c) to prepare all the elements necessary for the practice of the acts which are within the competence of the Board of Directors;

- d) to accompany and give support to the activities of the Executive Officers and/or of any of its members.

Clause 23 In the event of his temporary absence, the Chairman of the Board of Directors shall be replaced by one of the Vice-Presidents of this body, and the party substituted shall appoint the substitute; and when this does not take place, the Board of Directors shall make this appointment. The same criterion shall be adopted when the same situation occurs with any other member, who shall be substituted by one of his peers.

§ One - If a vacancy occurs on the Board of Directors, an Extraordinary General Meeting of Stockholders should be called, within no more than 20 (twenty) days, to decide on a replacement if one is necessary to maintain the minimum number of members of that body, or if it is deemed convenient that the post should be filled.

§ Two - The substitutions provided for in this Clause shall result in the exercise of the functions and of the right to vote in the meetings of the Board of Directors, but not in the remuneration and other advantages of the person substituted.

SECTION II – THE EXECUTIVE OFFICERS

Clause 24 The Executive Officers shall be the Chief Executive Officer (Director-President) and between 4 (four) and 9 (nine) others, resident and domiciled in Brazil, and of recognized technical and administrative ability, who may be stockholders, elected by the Board of Directors and able to be dismissed by it at any time, and also to be re-elected.

§ One - The area of specific activity and competence of each of the Executive Officers may be fixed by the Board of Directors, when not specified in these Bylaws.

§ Two - The members of the Executive Officers are not permitted to give personal guarantees.

§ Three - Having previously received the opinion of the Management Committee on the matter, the Board of Directors may, in a meeting, appoint, with the title of Joint Director, persons to direct or manage sectors or areas, and such procedure shall not result in delegation of any powers that, either by law or by these Bylaws, are particular powers of the elected Directors, nor shall it attribute to them membership of any corporate body established by the Bylaws.

Clause 25 In the temporary absence:

a) of the Chief Executive Officer, his replacement shall be designated by the Chairman of the Board of Directors, from among the members of the Board of Directors or the Executive Officers;

b) of any other Director, his replacement shall be designated by the Director-President, from among the other members or from the direct subordinates of the Director who is absent or prevented, on his recommendation. In this latter case, the direct subordinate who is substituting

the absent Director shall take part in all the routine activities and shall have all the duties of the said Director, including that of being present at meetings of the Executive Officers to instruct on matters relating to the Director who is substituted, without, however, exercising the right to a vote or receiving the remuneration of the person substituted.

§ One - In the event of a seat on the Executive Officers becoming vacant, the Board of Directors shall meet to fill the vacant seat, if this be necessary to provide the minimum number of members of that body, or if the Board of Directors believes it to be convenient to fill the post. The term of office of the Executive Officer thus elected shall terminate simultaneously with that of his peers.

§ Two - Subject to the terms of line “b” of the head paragraph of this Clause, substitutions made under this Clause shall result in the substitute having the post of the person substituted as well as his or her own, including the right to vote, but excluding the right to receive the remuneration or other advantages of the person substituted.

Clause 26 The Executive Officers shall meet on convocation by the Chief Executive Officer, or by 2 (two) Executive Officers, with up to 2 (two) days’ prior notice, this period being dispensed with when all of the members take part in the meeting.

§ One - The meetings of the Executive Officers shall be valid when the majority of its members are present, including the Chief Executive Officer or his substitute.

§ Two - Decisions at all meetings of the Executive Officers shall be taken by the majority of the members present and recorded in minutes. In the event of a tied vote, the Chief Executive Officer shall have the casting vote.

§ Three - The Executive Officers may meet independently of the formality of convocation, when there is an urgent subject. For this meeting to be valid it is necessary that 2/3 (two-thirds) of the members of the Executive Officers be present or represented, and that the decision be taken unanimously.

Clause 27 The following shall be attributions of the Executive Officers:

- a) to comply with the terms of these Bylaws, and the decisions of the General Meeting of Stockholders and of the Board of Directors, and cause them to be complied with;
- b) to administer and manage the Company’s business in accordance with the orientation established by the Board of Directors;
- c) to produce monthly interim financial statements and deliver them to the Board of Directors;

- d) to prepare the financial statements for each business period, as specified in these Bylaws, including a proposal for allocation of the profit, and submit them to the Board of Directors;
- e) to propose to the Board of Directors the approval of the procedures referred to in Clauses 32 (thirty-two) and 33 (thirty-three) of these Bylaws;
- f) to prepare the annual and multi-year operations and capital expenditure budgets, including, among other matters, the forestry, industrial, commercial, financial and human resources plans, to be submitted by the Chief Executive Officer to the Board of Directors;
- g) to decide on the transactions indicated in lines “q.1” to “q.4” of Clause 19 (nineteen) of these Bylaws, subject, when their value does not exceed the amounts indicated in those sub-items, to the authorized limit amounts previously established by the Board of Directors or, if their value does exceed the amounts indicated in those sub-items, after prior submission to the Board of Directors;
- h) to inform the Management Committee in writing with a minimum of 5 (five) days’ notice, whenever any General meetings of Stockholders, or Supervisory Board meetings, are called by any affiliated or subsidiary company, or by any project or undertaking in which the Company participates with an interest (and when there is no Supervisory Board, in any meeting of the Executive Officers or similar body), submitting proposals aiming to make clear the likely vote of the Company in such meetings;
- i) to open and/or close branch offices or warehouses throughout the whole of Brazil;
- j) to inform the Board of Directors, in the person of its Chairman, in relation to any question of singular importance for the Company’s business; and
- k) to seek continuous improvement in the organizational climate and results.

Clause 28 In acts and transactions which create obligations for the Company or exonerate third parties from obligations to it, the Company shall be represented, actively and passively, by any two of its directors.

§ One - The Company may be represented by one Executive Officer and one person holding a power of attorney, by two persons holding powers of attorney or even by one person holding a power of attorney, provided that the power of attorney itself is given by two Executive Officers, one of them necessarily the Chief Executive Officer, and provided that the said power of attorney precisely and consistently specifies the powers that it gives and its period of validity.

§ Two - No powers may be subrogated under any power of attorney, except for the purposes of court proceedings, in which case subrogation shall be allowed with a Clause reserving equal powers for the delegating party.

§ Three - The Company may, subject to the terms of this Clause, be represented by a single Executive Officer:

- a) in acts of endorsement of checks or trade bills in favor of financial institutions, in the former case for the purposes of deposit in the Company's account; or in the latter case for the purposes of discount and/or deposit and/or trading charge and/or collection; also signing the respective contracts, proposals and bordereaux;
- b) before any federal, state or municipal public office, or independent public authority, or public companies, public mixed-capital companies or foundations, solely for administrative purposes;
- c) before the Labor Courts, the Public Attorneys' Offices, or in dealings with labor unions, including for the purposes of appointing representatives and in matters relating to hiring, suspension and dismissal of employees and/or labor agreements including labor litigation;
- d) in relation to third parties, for the purposes of representation which does not involve any type of obligation on the Company.

§ Four - Except for purposes of the Courts, and of representation of the Company in administrative disputes with government bodies and procedures relating to brands and patents, all other powers of attorney given by the Company shall have a maximum period of validity, namely up to 30 June of the year following the year in which they are given, unless there be established a shorter period, which must in any event always be included in the respective instrument.

Clause 29 The following are attributions of the Chief Executive Officer:

- a) without prejudice to the terms of Clause 28 (twenty-eight) above, to represent the Company actively or passively in the courts or outside the courts, especially to give personal testimony, and for this function he may designate a person to represent him, by special power of attorney;
- b) to represent the Company in its public and private relationships at high level;
- c) to oversee all the Company's activities in conformity with the orientation established by the Board of Directors;
- e) to submit the annual and multi-year operations and capital expenditure budgets to the approval of the Executive Officers and the Board of Directors;
- e) to submit to examination by the Executive Officers the statistics, reports and statements which give evidence of the global results of the Company, including those of the affiliated and subsidiary companies;

- f) to stimulate good relations between the Executive Officers, the Committees and the Board of Directors, based on the interests of the Company;
- g) to keep the Board of Directors, in the person of its Chairman, constantly informed on all the facts and acts relating to the Company's activities and investments, discussing all the material aspects with him;
- h) to propose to the Board of Directors:
 - h.1) setting of financial policy, at high level, to be followed by the Company and by the subsidiary companies, and to be proposed to the affiliated companies;
 - h.2) decision on the long-term global strategy to be followed by the Company and by the subsidiary companies, and to be proposed to the affiliated companies;
 - h.3) acquisition by the Company, or its subsidiaries, or affiliated companies, of an initial or subsequent interest, through shares, in any other company, and also the disposal of, or the placing of a charge on, any of these interests;
 - h.4) formation of joint ventures or signing of partnerships of any type, or cancellation or renewals of such partnerships, by the Company or by its subsidiaries, or affiliated companies.

Sole sub-paragraph: Service of process on the Company shall be valid only when served on the Chief Executive Officer and one other Executive Officer.

CHAPTER V

The Audit Board

Clause 30 The Audit Board is a permanent body, and shall be made up of between 3 (three) and 5 (five) sitting members and an equal number of substitute members.

Sole sub-paragraph: In the event of impediment or absence of any member, or a vacancy, members of the Audit Board shall be replaced by their respective substitute members.

CHAPTER VI

Financial statements and allocation of net profit

Clause 31 The business year shall coincide with the calendar year, thus terminating on 31 December of each year, when the financial statements shall be prepared, together with which the management bodies shall submit to the General Meeting of Stockholders a proposal for

allocation of the net profit for the business year, adjusted in the terms of Section 202 of the Corporate Law, subject to deductions, in the following order, in accordance with law:

- a) a minimum of 5% (five percent) for the Legal Reserve Fund, until it reaches 20% (twenty percent) of the registered capital;
- b) the amounts which must by law be allocated to Contingency Reserves;
- c) the amount necessary for the payment of a dividend which, in each business year, represents 25% (twenty-five per cent) of the annual net profit adjusted in accordance with Section 202 of the Corporate Law. Dividends shall be declared with full observance of the rights, preferences, advantages and priorities of the existing shares, in accordance with law and with these Bylaws and, as the case may be, with resolutions of the General Meeting of Stockholders.
- d) Any balance shall be allocated in such a way as the Executive Officers propose and the Board of Directors recommends, and the General Meeting of Stockholders approves, and up to 90% (ninety percent) may be allocated to the Capital Increase Reserve, for the purpose of ensuring adequate operational conditions. This reserve may not exceed 80% (eighty percent) of the registered capital. The remainder shall be allocated to the Special Reserve Under the Bylaws for the purpose of ensuring continuity of semi-annual distribution of dividends, until such reserve reaches 20% (twenty percent) of the registered capital.

§ One - As provided for in Section 197 of the Corporate Law and its sub-paragraphs, in any business year in which the amount of obligatory dividend, calculated in accordance with these Bylaws or with Section 202 of that law, exceeds the realized portion of the net profit for the business year, the General Meeting of Stockholders may, on a proposal by the management bodies, allocate the difference to constitution of a Future Earnings Reserve.

§ Two - Under Section 199 of the Corporate Law, the balance of profit reserves, other than the reserves for contingencies and future earnings, may not exceed the registered capital. When this limit is reached the General Meeting of Stockholders shall decide on the application of the excess amount, either for paying-in or for increase of the registered capital, or in distribution of dividends.

§ Three - The General Meeting of Stockholders may allocate a participation in the profits to the members of the Board of Directors and the Executive Officers, in the circumstances and within the form and limits allowed by law.

Clause 32 On a proposal by the Executive Officers, approved by the Board of Directors, the Company may pay remuneration to the stockholders, as interest on their equity, up to the limit established by Section 9 of Law 9249 of 26 Dec 1995; and in accordance with subparagraph 7 of that Section any amounts thus disbursed may be deemed part of the obligatory dividend provided for by law and by these Bylaws.

Clause 33 Interim financial statements shall be prepared on the last day of June of each year, and the Executive Officers may:

- a) declare a semi-annual dividend, on account of the annual dividend;
- b) raise interim financial statements and declare dividends for shorter periods, on account of the annual dividend, as long as the total of the dividends paid in each half of the business year does not exceed the amount of the capital reserves;
- c) declare interim dividends on account of retained earnings or on account of profit reserves existing in the previous annual or half-yearly financial statements, on account of the annual dividend.

Clause 34 The annual financial statements shall, obligatorily, be audited by external auditors registered with the CVM (*Comissão de Valores Mobiliários*). Such auditors shall be chosen and/or dismissed by the Board of Directors, subject, as the case may be, to the terms of Paragraph 2 of Section 142 of the Corporate Law.

CHAPTER VII

Liquidation

Clause 35 The Company shall go into liquidation in the circumstances provided for by law, and the General Meeting of Stockholders shall determine the manner of liquidation and appoint the liquidator who shall function during the period of liquidation.

Salvador, April 26, 2006.

Bernardo Szpigel
Chairman of the Meeting

Luiz Cesar Pizzotti
Secretary