

Division of Corporations

Page 1 of 1

L00000000 7424

Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H00000033673 5)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 922-4003

From:

Account Name : STEWART, NALL, EVANS & HAFNER, P.A.
Account Number : I19990000118
Phone : (561) 231-3500
Fax Number : (561) 231-9876

FILED

00 JUN 23 AM 10:22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JUN 23 PM 0:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY

CPG Brazilian, LLC

Certificate of Status	1
Certified Copy	0
Page Count	06
Estimated Charge	\$130.00

54

Electronic Filing Menu

Corporate Filing

Public Access Help

H 00000033673 5

ARTICLES OF ORGANIZATION**OF****CPG BRAZILIAN, LLC****A Florida Limited Liability Company**

The undersigned hereby certifies these articles have been executed for the purpose of forming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. It is declared that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

ARTICLE I**NAME**

The name of the limited liability company shall be CPG BRAZILIAN, LLC, and its principal place of business shall be in the County of Indian River, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

ARTICLE II**PURPOSES AND POWERS**

The general nature of the business or business to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.

H 00000033673 5

H 00000033673 5

2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental

H 00000033673 5

to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. The several clauses contained in this statement of the general nature of the business to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE III

DURATION

This limited liability company shall have perpetual existence.

FILED
00 JUN 23 AM 10:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H 00000033673 5

ARTICLE IV**PRINCIPAL PLACE OF BUSINESS & MAILING ADDRESS**

The principal office and mailing address of this limited liability company shall be at 200 Riverway Drive, Vero Beach, Florida 32963.

ARTICLE V**MANAGEMENT**

This limited liability company shall be managed by the following one (1) Manager. The name and address of the manager who shall serve as such until the first annual meeting of members or until a successor is duly qualified is as follows:

CATHERINE P. GODSEY
200 Riverway Drive
Vero Beach, FL 32963

ARTICLE VI**INITIAL REGISTERED OFFICE AND REGISTERED AGENT****ADDRESS OF ORGANIZER**

The address of the initial registered office of the limited liability company and of the organizer is 3355 Ocean Drive, Vero Beach, FL 32963, and the name of its initial registered agent at such address is RALPH L. EVANS.

ARTICLE VII**TRANSFER OF MEMBERSHIP INTERESTS**

A member's interest is assignable in whole or in part. The assignee of a member's interests shall become a member of the company, upon assignment, and to

FILED
00 JUN 23 AM 10:20
CLERK OF STATE
TALLAHASSEE, FLORIDA

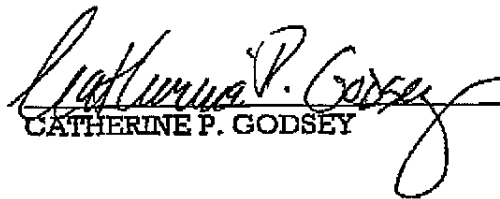
H 00000033673 5

the extent assigned, shall have the rights and powers, and is subject to the restrictions and liabilities, of the assigning member under these articles of organization, the company's operating agreement, and Florida law; and to share in such profits and losses, to receive such distribution or distributions and to receive such allocation of income, gain, loss, deduction, or credit or similar item to which the assigning member was entitled, to the extent assigned.

The undersigned, being the original member of the limited liability company, hereby certifies that the foregoing constitutes the Articles of Organization of CPG BRAZILIAN, LLC.

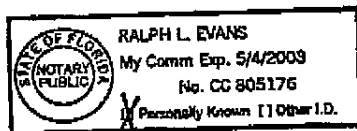
Executed at Vero Beach, Indian River County, Florida on June 23,


2000.


CATHERINE P. GODSEY

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 23 day of June, 2000, by CATHERINE P. GODSEY, who is personally known to me or who has produced _____ as identification.




Notary Public
Name: _____
My Commission expires: _____


FILED
00 JUN 23 AM 10:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H 00000033673 5

**ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF ORGANIZATION**

RALPH L. EVANS is an individual residing in this state having a business office at 3355 Ocean Drive, Vero Beach, Florida 32963; and has been designated as the Registered Agent in the above and foregoing Articles of Organization.

RALPH L. EVANS is familiar with and accepts the obligations of the position of registered Agent under Section 608.415, Florida Statutes.


RALPH L. EVANS

FILED
00 JUN 23 AM 10:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA