

MD3 0000002143

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(Business Entity Name)

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CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA

CL JAN 27 3 9:30

FILED

MD3-2143
JR



Creating Profitable Partnerships

CPP North America, LLC
10900 Wayzata Blvd., 4th FL
Minnetonka, MN 55305

Corporate Legal Department

January 26, 2004

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Sir or Madam:

Enclosed please find documents required in connection with the name change of CPP US Operations Group, LLC. The new name of the entity is CPP North America, LLC.

Please contact the undersigned at 952-417-5784 if you have questions or require additional information.

Sincerely,

Paul D. Zicarelli
Compliance Officer

Enclosures

04 JAN 30 AM 9:30
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

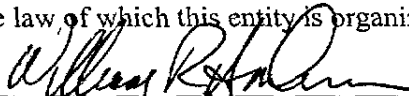
**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO
FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO
TRANSACT BUSINESS IN FLORIDA**

SECTION I (1-3 must be completed)

1. Name of limited liability company as it appears on the records of the Florida Department of State: CPP US Operations Group, LLC
2. Jurisdiction of its organization: Delaware
3. Date authorized to do business in Florida: 07/02/2003

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? 07/29/2003
5. New name of the limited liability company: CPP North America, LLC
6. If the amendment changes the period of duration, indicate new period of duration: _____
7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction: _____
8. If the amendment corrects any false statement, indicate the statement being corrected and the correction: _____
9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.



Signature of a member or the authorized
representative of a member

William Anderson

Typed or printed name of signee

Filing Fee: \$25.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 JAN 30 PM 9:30

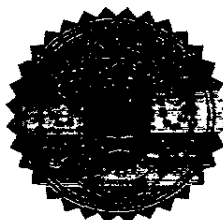
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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "CPP US OPERATIONS GROUP, LLC", CHANGING ITS NAME FROM "CPP US OPERATIONS GROUP, LLC" TO "CPP NORTH AMERICA, LLC.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF JULY, A.D. 2003, AT 10:12 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3670257 8100

AUTHENTICATION: 2844088

030848105

DATE: 12-31-03

JUL-29-2003 17:29

CT SYSTEM

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CERTIFICATE OF AMENDMENT

OF

CPP US OPERATIONS GROUP, LLC

1. The name of the limited liability company is CPP US Operations Group, LLC.
2. The Certificate of Formation of the limited liability company is hereby amended as follows:

1. The name of the limited liability company is CPP North America, LLC.

3. This Certificate of Amendment shall be effective upon filing.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment of CPP US Operations Group, LLC this 29th day of July 2003.



Andrew C. Fisher, President and Chief
Executive Officer

CHI-1361690v1

JUL-29-2003 17:14

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State of Delaware
Secretary of State
Division of Corporations
Delivered 11:19 PM 07/29/2003
FILED 10:12 PM 07/29/2003
SRV 030445900-1-1361690v1 P.02**
95%

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TOTAL P.02