

Division of Corporations

Page 1 of 2

**P000000051550****Florida Department of State**

Division of Corporations

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**To:**

Division of Corporations  
Fax Number : (850) 922-4001

**EFFECTIVE DATE**  
**05-24-00****From:**

Account Name : MCGUIRE, WOODS, BATTLE & BOOTHE LLP  
Account Number : 071075000166  
Phone : (904) 798-3200  
Fax Number : (904) 798-3207

**FILED**  
00 MAY 25 PM 2:24  
STATE OF FLORIDA  
TALLAHASSEE**FLORIDA PROFIT CORPORATION OR P.A.****Cepex USA, Inc.**

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ARTICLES OF INCORPORATION  
OF  
CEPEX USA, INC.

The undersigned, for the purpose of forming a Corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

ARTICLE I

Name and Duration

The name of the Corporation is CEPEX USA, INC. The duration of the Corporation is perpetual. This Corporation began its corporate existence as of the 24th day of May, 2000

ARTICLE II

Principal Office

The address of the principal office of the Corporation in the State of Florida is 8003 Westside Industrial Drive, in the City of Jacksonville, 32219.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is c/o McGuire, Woods, Battle & Boothe LLP, 50 North Laura Street, 3300 Barnett Center, in the City of Jacksonville, County of Duval. The name of the registered agent at such address is RAX CO.

ARTICLE IV

Incorporator

The name and address of the Incorporator of this corporation is: C. Daniel Rice, 50 North Laura Street, Suite 3300, Jacksonville, FL 32202.

ARTICLE V

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

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ARTICLE VICapital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000,000 shares of common stock having a par value of \$0.01 per share.

ARTICLE VIIBoard of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time as provided in the Bylaws; provided, however, there shall never be less than two (2). Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the shareholders, by affirmative vote of a majority of the shares entitled to vote, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The name and mailing address of the persons who shall serve as the directors of the Corporation until the next annual meeting of the shareholders is as follows:

<u>Name</u>	<u>Address</u>
Joan Planes Vila	Carrer Dels Ametlers No. 6 08213 Polinya Barcelona, Spain
Albert Moreno	P Lluís Companys 51-53 08400 Granollers Barcelona, Spain

ARTICLE VIIIAmendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in those Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IXIndemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

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ARTICLE X  
Stock Certificates

1. Authorized Issuance. This Corporation may issue the shares of stock authorized by its Articles of Incorporation and none other. Shares may be issued only pursuant to a resolution adopted by the Board of Directors. No shares may be validly issued or transferred in violation of any provision of these Articles or in violation of any agreement respecting the issuance or transfer of shares to which the Corporation is a party.

2. Issuance. Shares of stock of this Corporation shall be represented by certificates. The Board of Directors may authorize shares to be issued for consideration consisting of any tangible or intangible property or benefit to the Corporation, including, without limitation, cash, promissory notes, services performed, promises to perform services evidenced by a written contract or other securities of the Corporation. No certificates shall be issued for any shares until the Board of Directors have determined that the consideration received or to be received for such shares is adequate. The Board of Directors' determination as to the adequacy of consideration for the issuance of shares shall be conclusive as to whether the shares are validly issued, fully paid and nonassessable. When the Corporation receives the consideration for which the Board of Directors authorized the issuance of shares, the shares issued therefor shall be fully paid and nonassessable. Consideration in the form of a promise to pay money or a promise to provide future services is received at the time of the making of the promise, unless the agreement specifically provides otherwise.

ARTICLE XI  
Dividends

Distributions. The Shareholders of this Corporation may, from time to time, declare and the Corporation may pay, dividends as permitted by law on its shares in cash or property, except if, after giving effect to the distribution, (a) the Corporation would not be able to pay its debts as they became due in the ordinary course of business or (b) the Corporation's total assets would be less than the sum of its total liabilities plus the amount that would be needed, if the Corporation were to be dissolved at the time of the distribution, to satisfy the preferential rights upon dissolution of Shareholders whose preferential rights are superior to those receiving the distribution. The record date for Shareholders entitled to a distribution shall be fixed by the Shareholders, or, if not so fixed, shall be the date the Shareholders authorize the distribution (except in the case of distributions involving a purchase, redemption or other acquisition of the Corporation's shares).

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IN WITNESS WHEREOF, the undersigned Incorporator of the aforesaid Corporation has executed these Articles of Incorporation as of this 24th day of May, 2000.

CEPEX USA, INC.

By:   
C. Daniel Rice, Incorporator

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**CERTIFICATE DESIGNATING REGISTERED OFFICE  
AND REGISTERED AGENT FOR THE SERVICE OF  
PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 607.0501 and 607.0505, Florida Statutes, the following is submitted:


CEPEX USA, INC., desiring to organize under the laws of the State of Florida hereby designated RAX CO as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be c/o C. Daniel Rice, McGuire, Woods, Battle & Boothe LLP, 50 N. Laura Street, Suite 3300, Jacksonville, Florida 32202.

Dated this 24 day of May, 2000.

  
By C. Daniel Rice, Incorporator

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

Dated this 24 day of May, 2000.

  
By Halcyon E. Skinner, RAX CO.

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**FILED**  
00 MAY 25 PM 2:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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