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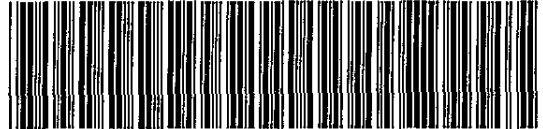
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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**C. B. MYERS III, P. A.**  
**ATTORNEY AT LAW**

**P. O. Box 1410**  
**Lake Wales, FL 33859-1410**

**(868) 679-5337 • FAX (868) 679-5215**

November 4, 2002

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Filing Articles of Incorporation

Please find enclosed Articles of Incorporation of **CPP-USA, INC.**, to be filed with the Department of State. I have enclosed a check in the amount of \$ 78.75 to cover the filing costs as follows: \$35.00 to file the Articles; \$35.00 for the Registered Agent Designation and \$8.75 for a Certified copy.

Upon recording, please return the documents in the self addressed, stamped envelope enclosed.

If you have any questions, please feel free to contact me at your convenience.

Sincerely,



Deborah Partlow  
Assistant to C. B. Myers III

Enclosure

**ARTICLES OF INCORPORATION  
OF  
CPP-USA, INC.  
(a corporation for profit)**

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TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the provisions of the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation.

**ARTICLE I  
NAME**

The name of this corporation is **CPP-USA, INC.**

**ARTICLE II  
DURATION**

This corporation shall have perpetual duration. The corporate existence shall begin with the date and time of the filing of these Articles of Incorporation by the Florida Department of State.

**ARTICLE III  
PURPOSES AND POWERS**

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

The corporation shall have all the rights, privileges and powers now or hereafter available to corporations for profit under the laws of the State of Florida.

**ARTICLE IV  
CAPITAL STOCK**

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock which shall be designated "common shares".

**ARTICLE V  
PRINCIPAL OFFICE**

The address of the principal office is 413 ABC Road, Lake Wales, Florida 33853, and the mailing address of the corporation shall initially be P.O. Box 3752, Lake Wales, Florida 33859-3752.

**ARTICLE VI  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office is 413 ABC Road, Lake Wales, Florida 33853, and the name of its initial registered agent at that office is John Motis.

**ARTICLE VII  
MANAGEMENT OF THE CORPORATION'S AFFAIRS**

All corporate powers shall be exercised by, or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors of the corporation.

**ARTICLE VIII  
OFFICERS**

The officers of the corporation shall consist of a president, a secretary and a treasurer, and such other officers as may be authorized by the bylaws. The officers shall be elected by the board of directors. An officer need not be a resident of the State of Florida nor a shareholder of the corporation.

ARTICLE IX  
INITIAL OFFICERS

The names and addresses of the persons who shall serve as officers of the corporation until the first election of officers by the board of directors are as follows:

President/	John Motis.
Secretary/Treasurer:	P.O. Box 3752
	Lake Wales, FL 33859-3752

ARTICLE X  
BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of the corporation shall be one. The number of directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than one. Members of the board of directors need not be residents of the State of Florida nor shareholders of the corporation. The directors shall be elected at the first annual shareholders' meeting and at each annual shareholders' meeting thereafter, and shall hold office, in the manner set forth in the bylaws. Directors shall be removed and vacancies filled in the manner provided in the bylaws.

The name and address of each person who shall serve as a member of the initial board of directors are as follows:

John Motis.  
P.O. Box 3752  
Lake Wales, FL 33859-3752

ARTICLE XI  
NAMES AND ADDRESSES OF INCORPORATORS

The name and address of the incorporator of this corporation is as follows:

John Motis.  
P.O. Box 3752  
Lake Wales, FL 33859-3752

ARTICLE XII  
BYLAWS

The initial bylaws for the corporation shall be made and adopted by the board of directors of the corporation and may thereafter be amended, altered, or rescinded only in accordance with the provisions of the bylaws or the Florida Business Corporation Act, or any successor thereto.

ARTICLE XIII  
MEETINGS OF THE SHAREHOLDERS

Annual and specially called meetings of the shareholders of this corporation shall be held as provided in the bylaws.

ARTICLE XIV  
QUORUM AT SHAREHOLDERS' MEETING


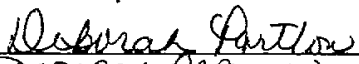
A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders of the corporation.

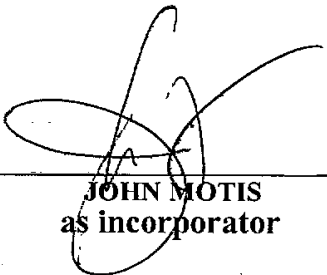
ARTICLE XV  
AMENDMENT OF ARTICLES

The corporation reserves the right to amend these Articles of Incorporation, from time to time, in any and as many respects as may be desired, in accordance with the manners and procedures provided by the Florida Business Corporation Act, or any successor thereto.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming this corporation for profit under the laws of the State of Florida, has executed these Articles of Incorporation this \_\_\_\_ day of November, 2002.

Signed, sealed and delivered  
in the presence of:

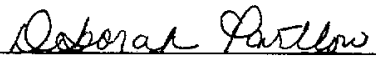
  
\_\_\_\_\_  
C. B. Myers III  
  
\_\_\_\_\_  
DEBORAH PARTLOW

  
\_\_\_\_\_  
JOHN MOTIS  
as incorporator

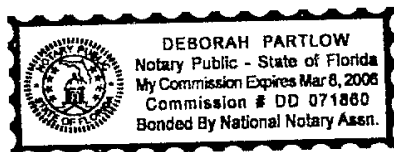
STATE OF FLORIDA  
COUNTY OF POLK

The foregoing Articles of Incorporation was acknowledged before me this 4<sup>th</sup> day of November, 2002, by **JOHN MOTIS**, who is personally known to me.

(SEAL)

  
\_\_\_\_\_  
Notary Public, State of Florida

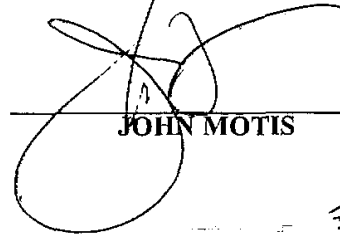
My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above named corporation, at the place designated, I hereby accept the appointment as registered agent, and state that I am familiar with, and accept, the obligations provided for registered agents in the Florida Business Corporation Act.

Dated: 11/4/02

  
\_\_\_\_\_  
JOHN MOTIS

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