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Division of Corporations

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TALLAHASSEE, FLORIDA

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From:
Account Name : FILINGS, INC.
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FLORIDA PROFIT CORPORATION OR P.A.

CELPRO USA, INC.

Certificate of Status	0
Certified Copy	0
Page Count	08
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
CELPRO USA, INC.**

We, the undersigned incorporators, do hereby make, subscribe, acknowledge and file with the Secretary of State, State of Florida, these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ONE

The name of the corporation shall be:

CELPRO USA, INC.

TWO

The general nature of the business to be transacted by this corporation shall be as follows:

A. The sales and marketing of brand name products.

B. To purchase, lease and hold real and personal property and any and every interest therein and chooses in action secured thereby; to improve manage, operate, sell, mortgage, lease and otherwise dispose of any property; to loan money to take mortgages and assignments of mortgages upon such property and to transact all or any other business which may be necessary, incidental or proper to the exercise of any or all of the aforesaid purposes of the corporation.

Prepared By:
Ross J. McKevey, Jr., P.A.
Florida Bar No: 230545
2401 East Ascentio Boulevard Suite 210
Pompano Beach, Florida 33062
Telephone: (954) 785-8423
Facsimile: (954) 941-3923

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C. To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, of any other lawful purposes; to issue bonds, promissory notes, bills or exchange, debentures and other obligations and evidences of indebtedness, payable at a specified time or times secured by mortgage or otherwise.

D. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of stock of, or any bonds secured or evidence of indebtedness created by any other corporation or corporations and while owning said stock to exercise all rights, powers and privileges or ownership, including the right to vote thereon.

E. To purchase, sell and transfer shares of this own capital stock.

F. To acquire, copy utilize and dispose of patents, copyrights, trademarks and any licenses or other rights or interest therein and thereunder.

G. In general, to carry on any other business in connection with the foregoing and to have and exercise all powers conferred by the laws of the State of the Florida upon corporations formed under the general corporations acts of the State of Florida and any amendments, thereto, and to do any and all things hereinbefore set forth to the same extent as a natural person might or could do.

H. The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumeration of powers shall not be held to limit or restrict in any manner the powers of this corporation.

THREE

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That the total number of shares of stock which the corporation shall have authority to issue is: 100 shares at \$1.00 par value.

FOUR

The amount of capital with which this corporation shall begin business shall be \$500.00.

FIVE

This corporation shall have a perpetual existence.

SIX

Shares of the common stock of the corporation may be issued by the corporation from time to time for such consideration wholly or partly in cash, labor done, personal property or real property or leases thereof, as may be determined from time to time by the Board of Directors and such determination of the Board of Directors shall be final and conclusive. All shares of common stock of the corporation issued as herein provided shall be deemed fully paid stock and not liable for any further call or assessment thereof, and the holders of such shares shall not be liable for any further payments in respect thereto.

SEVEN

The principal office of this corporation shall be located at:

1900 North Andrews Avenue Ext
Unit C
Pompano Beach, Florida 33064

and the registered agent of the corporation shall be: PAT GOULD The corporation, however, shall have the power to establish branch offices and other places of

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business at such places within or without the State of Florida as may be determined or deemed expedient.

EIGHT

There shall be a Board of Directors of this corporation which shall consist of not less than one (1) nor more than five (5) members. Each of said Directors shall be of full age, a quorum for the transaction of business shall be majority of the Directors qualified and acting, and the act of a majority of the Directors present at a meeting which a quorum is present shall be the act of the Directors. Subject to the By-laws, adopted by the stockholders, the Directors may make the By-laws and meetings of the Directors may be held within or without the State of Florida. Directors need not be stock holders.

NINE

The names and addresses of the members of the first Board of Directors who, subject to this charter, the By-Laws of this corporation and the laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until an election is held by the stockholders for the election of the permanent Directors, or until their successors have been duly elected and qualified are:

Gerard J. Williams
4612 Spring Creek Road
Arlington, TX 76017

David J. Williams
3030 Midvale Avenue
Philadelphia, PA 19129

Sam Bakdeo
POS 1248
1801 NW 87th Avenue
PO Box 025307
Miami, Florida 33102

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TEN

The names and addresses of the officers of this corporation who, subject to this charter and the By-laws of the corporation and laws of the State of Florida, shall hold office for the first year of the existence of this corporation, or until an election is held by the directors of this corporation for the election of permanent officers, or until their successors have been duly elected and qualified are:

Gerard J. Williams
4812 Spring Creek Road
Arlington, TX 76017

President

Pat Gould
1900 North Andrews Ext
Unit C
Pompano Beach, Florida 33064

Secretary/Treasurer

ELEVEN

The names and addresses of each subscriber to these Articles of Incorporation and the number of shares of stock each agrees to take are:

Gerard J. Williams
4812 Spring Creek Road
Arlington, TX 76017

100 shares

TWELVE

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the Directors of this corporation are pecuniarily or otherwise interested in, or are Directors or officers of such corporations; any director individually or any firm or which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this corporation; provided that the fact that he

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or such firm is so interested shall be disclosed or shall have been known to the Board of Directors, or a majority thereof, and any directors of this corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

THIRTEEN

The corporation reserves the right to amend, alter or change and repeal any provision contained in these Articles of Incorporation, in the manner now or hereinafter prescribed by statute and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, we have executed these Articles of Incorporation for the purpose therein stated this 25th day of ^{February} ~~January~~ 2003.

Gerard J.  (SEAL)

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IN COMPLIANCE WITH SECTION 607.164, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED;

THAT CELPRO USA, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE
LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN
THE CITY OF POMPANO BEACH, STATE OF FLORIDA, HAS NAMED PAT GOULD
LOCATED AT 1900 North Andrews Avenue, Ext. Unit C, CITY OF
Pompano Beach, STATE OF FLORIDA, AS ITS REGISTERED AGENT.

SIGNATURE: 

TITLE: President

DATE: 25th FEBRUARY 2003

HAVING BEEN NAMED AS REGISTERED AGENT FOR THE ABOVE NAMED
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

SIGNATURE: 

DATE: 24th March 2003

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