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FLORIDA PROFIT/NON PROFIT CORPORATION

CP USA INC

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Florida Dept of State



October 4, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

LAZARUS

SUBJECT: CP USA INC
REF: W06000043593

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Please complete the address in article II.

An effective date may be added to the Articles of Incorporation if a 2007 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

If you have any further questions concerning your document, please call (850) 245-6928.

Jim Burch
Document Specialist
New Filing Section

FAX Aud. #: H06000243302
Letter Number: 206A00058821

ARTICLES OF INCORPORATION H06000243302

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be:

CP USA INC

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailling address is:

169 E. FLAGLER STREET SUITE 1014
MIAMI, FL 33131**ARTICLE III PURPOSE**

The purpose for which the corporation is organized is:

NEW BUSINESS

ARTICLE IV SHARES

The number of shares of stock is:

500

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

List name(s), address(es) and specific title(s):

SANDRO ANGIOLINI - PRESIDENT
STEFANO ANGIOLINI - SECRETARY
DAVIDE TRAVERSA - VICE PRESIDENT**ARTICLE VI REGISTERED AGENT**The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:STEPHEN M ZALKA CPA
8437 NW 98TH AVE
PARKLAND FL 33076**ARTICLE VII INCORPORATOR**The name and address of the Incorporator is:SANDRO ANGIOLINI
169 E FLAGLER STREET
MIAMI FL 33131

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Signature/Registered Agent

Signature/Incorporator

Date

Date

H06000243302