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(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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Certificates of Status \_\_\_\_\_

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** HPI NORTH AMERICA, INC.  
(Name of Resulting Florida Profit Corporation)

The enclosed Certificate of Conversion, Articles of Incorporation, and fees are submitted to convert an "Other Business Entity" into a "Florida Profit Corporation" in accordance with s. 607.1115, F.S.

Please return all correspondence concerning this matter to:

DAVID REECE  
(Contact Person)

HPI NORTH AMERICA, INC.  
(Firm/Company)

2206 SW 52nd STREET  
(Address)

CAPE CORAL, FL 33914  
(City, State and Zip Code)

For further information concerning this matter, please call:

DAVID REECE at ( 502 ) 644-3267  
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- |   |   |   |   |
|---|---|---|---|
| <input type="checkbox"/> \$105.00 Filing Fees | <input type="checkbox"/> \$113.75 Filing Fees<br>and Certificate of<br>Status | <input type="checkbox"/> \$113.75 Filing Fees<br>and Certified Copy | <input checked="" type="checkbox"/> \$122.50 Filing Fees,<br>Certified Copy, and<br>Certificate of Status |
|---|---|---|---|

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

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

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Tallahassee, FL 32314

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TALLAHASSEE, FLORIDA

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**Certificate of Conversion**  
For  
**"Other Business Entity"**  
Into  
**Florida Profit Corporation**

This Certificate of Conversion **and attached Articles of Incorporation** are submitted to convert the following **"Other Business Entity"** into a **Florida Profit Corporation** in accordance with s. 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

HPI NORTH AMERICA, INC.

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a CORPORATION

(Enter entity type. Example: limited liability company, limited partnership, sole proprietorship, general partnership, common law or business trust, **SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

first organized, formed or incorporated under the laws of KENTUCKY

(Enter state, or if a non-U.S. entity, the name of the country)

on APRIL 12, 2002

(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

4. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation:**

HPI NORTH AMERICA, INC.

(Enter Name of Florida Profit Corporation)

5. If not effective on the date of filing, enter the effective date: \_\_\_\_\_.  
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; **AND** 2) must be the same as the effective date listed in the attached Articles of Incorporation, if an effective date is listed therein.)

Signed this 18<sup>th</sup> day of October, 2007.

Signature: David W. Reece

(Must be signed by a Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator.)

Printed Name: David W. Reece Title: President

**Fees:**

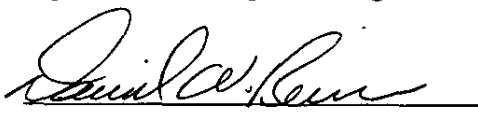
Certificate of Conversion:	\$35.00
Fees for Florida Articles of Incorporation:	\$70.00
Certified Copy:	\$8.75 (Optional)
Certificate of Status:	\$8.75 (Optional)

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
HPI NORTH AMERICA, INC.

1. Corporate Name. The Corporation's name shall be HPI NORTH AMERICA, INC.
2. Principal Office. The mailing address of the Corporation's principal office shall be 2206 SW 52<sup>nd</sup> Street, Cape Coral, Florida 33914.
3. Authorized Shares. The Corporation shall have authority to issue 1000 shares of common stock.
4. Initial Officer and Director of the Corporation shall be: DAVID W. REECE  
2206 SW 52<sup>nd</sup> Street, Cape Coral, Florida 33914
5. Registered Office and Agent. The street address of the Corporation's initial registered office shall be 2206 SW 52<sup>nd</sup> Street, Cape Coral, Florida 33914. The name of the Corporation's initial registered agent at that office shall be DAVID W. REECE.
6. Indemnification of Executive Officers and Directors
- Each person who is or becomes an executive officer or director of the Corporation shall be indemnified and advanced expenses by the Corporation with respect to all threatened, pending or completed actions, suits or proceedings in which that person was, is, or is threatened to be made a named defendant or respondent because he is or was a director or executive officer of the corporation. This Article obligates the Corporation to indemnify and advance expenses to its executive officers or directors only in connection with proceedings arising from that person's conduct in his official capacity with the Corporation. The indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which directors and executive officers may be entitled under any agreement, vote of shareholders or disinterested directors, or otherwise.
7. Incorporator. The name and mailing address of the incorporator is: David W. Reece, 2206 SW 52<sup>nd</sup> Street, Cape Coral, Florida 33914.

*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*

  
David W. Reece, Registered Agent

10-18-07  
Date

  
David W. Reece, Incorporator

10-18-07  
Date

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TALLAHASSEE, FLORIDA