

12-08-09

00:00:00

FROM AKERMAN BENTERFITT

904-798-3700

-718

P. 01/06

F-298

209000095516

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H09000254558 3)))



H090002545583ABC5

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : AKERMAN BENTERFITT (JACKSONVILLE)
Account Number : 105543000740
Phone : (904) 798-3700
Fax Number : (904) 798-3730

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2009 DEC -9 AM 9:40

FILED

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _

sjc822@hotmail.com

DOMESTICATION
PPC MARKETING (USA), INC.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$120.00

SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

09 DEC -9 AM 8:52

RECEIVED

Electronic Filing Menu

Corporate Filing Menu

Help

J. Shivers DEC 10 2009

CERTIFICATE OF DOMESTICATION**H09000230306 3**

The undersigned, Sal Criscuolo, Secretary of **PPC MARKETING (USA), INC.**, a foreign Corporation, in accordance with Section 607.1801 of the Florida Business Corporation Act (the "Act") does hereby certify:

1. The date on which corporation was first formed is August 2, 1984.
2. The jurisdiction where the above named corporation was first formed, incorporated or otherwise came into being was Delaware.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was **PPC MARKETING (USA), INC.**
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to sections 607.0202 and 607.0401 of the Act with this certificate is **PPC MARKETING (USA), INC.**
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was Delaware.
6. Attached are Florida Articles of Incorporation to complete the domestication requirements pursuant to section 607.1801 of the Act.

I am Secretary of **PPC MARKETING (USA), INC.** and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this 8 day of December, 2009.

PPC MARKETING (USA), INC.By: 

Sal Criscuolo, Secretary

2009 DEC -9 AM 9:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED**H09000254558 3**

H09000254558 3

**ARTICLES OF INCORPORATION
OF
PPC MARKETING (USA), INC.**

FILED
2009 DEC -9 AM 9:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
Name and Duration

The name of the Corporation is **PPC MARKETING (USA), INC.** The duration of the Corporation is perpetual. The Corporation shall begin its corporate existence as of the date that these Articles are filed by the Secretary of State.

ARTICLE II
Principal Office

The address of the principal office and mailing address of the Corporation is 1271 LaQuinta Drive, Suite 3, Orlando, Florida 32809.

ARTICLE III
Registered Office and Agent

The street address of the registered office in the State of Florida is 1271 LaQuinta Drive, Suite 3, Orlando, Florida 32809, in the County of Orange. The name of the registered agent at such address is Sal Criscuolo.

ARTICLE IV
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.

ARTICLE V
Capital Stock

The total number of shares of capital stock which the Corporation has the authority to issue is one thousand (1,000) shares of Common Stock having no par value per share. If the Corporation acquired or acquires its own shares, such shares belong to the Corporation and constitute treasury shares until disposed of or cancelled by the Corporation.

ARTICLE VI
Incorporator

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

<u>Name</u>	<u>Address</u>
Sal Criscuolo	1271 LaQuinta Drive, Suite 3 Orlando, FL 32809

ARTICLE VII
Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. 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 remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The name and mailing address of the person(s) who shall serve as the initial director(s) of the Corporation until the first annual meeting of the shareholders is as follows:

<u>Name</u>	<u>Address</u>
Sal Criscuolo	1271 LaQuinta Drive, Suite 3 Orlando, FL 32809
Barbara Criscuolo	1271 LaQuinta Drive, Suite 3 Orlando, FL 32809

ARTICLE VIII
Shareholder Voting

In all matters other than the election of directors, the vote of a majority of the shares of stock of the Corporation present, in person or by proxy, at a meeting of shareholders at which a quorum is present and then entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE IX
Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these 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.

H09000230306 3

ARTICLE X
Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE XI
Indemnification

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

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Orange County, Florida this 8 day of December, 2009.

INCORPORATOR:



SAL CRISCUOLO

H09000254558 3

H09000254558 3

REGISTERED AGENT CERTIFICATE

In compliance with the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

PPC MARKETING (USA), INC., desiring to organize under the laws of the State of Florida, as a corporation pursuant to the Florida Business Corporation Act, hereby designates Sal Criscuolo, 1271 LaQuinta Drive, Suite 3, Orlando, Florida 32809, as its registered agent to accept service of process and perform such other duties as are required in the State of Florida.

Dated this 8 day of December, 2009.

PPC MARKETING (USA), INC.

By: Sal Criscuolo

Sal Criscuolo, Incorporator

ACKNOWLEDGEMENT

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further state that I am familiar with §607.0501, Florida Statutes.

Dated this 8 day of December, 2009.

Sal Criscuolo
Sal Criscuolo

FILED
2009 DEC -9 AM 9:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA