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Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION
CP USA HOLDING COMPANY

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**ARTICLES OF INCORPORATION
OF
CP USA HOLDING COMPANY**

The undersigned incorporator hereby makes, subscribes, acknowledges and files with the Secretary of State of the 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.

ARTICLE I

Name

The name of this corporation is **CP USA HOLDING COMPANY**, and its principal place of business and mailing address is 11114 Romance Court, Winter Garden, Florida 34787.

ARTICLE II

Existence of Corporation

This corporation shall begin existence on the date of filing of these Articles with the Secretary of State, Division of Corporations for the State of Florida. These shares have perpetual existence.

ARTICLE III

Purposes

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV

Authorized Shares of Capital Stock

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 10,000 shares of common stock having a par value of \$0.01 per share. Except as otherwise required by law or as otherwise provided in these Articles of Incorporation each of the said shares of common stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election. All or any part of said common stock may be paid for in cash, in property or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All common stock when issued shall be paid for and shall be non-assessable.

(b) Subject to the rights of any outstanding class or series of capital stock ranking senior to common stock as to dividends, dividends may be paid upon common stock in cash, property or securities as and when declared by the Board of Directors out of funds legally available therefore. As and when dividends are so declared and paid, the holders of common stock shall be entitled to participate in such dividends ratably on a per share basis. In the event of any liquidation, dissolution or winding-up of the corporation, whether voluntary or involuntary, the holders of common stock are entitled to share ratably in the net assets, if any, remaining after payment in full of all debts and liabilities of the corporation and after the holders

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of any outstanding class or series of capital stock ranking senior to common stock shall have been paid in full the amounts to which such holders shall be entitled, or an amount sufficient to pay the aggregate amount to which such holders are entitled shall have been set aside for the benefit of the holders of such senior capital stock.

ARTICLE V**Registered Office and Registered Agent**

The street address of the corporation's initial registered office is 300 South Orange Avenue, Suite 1000 (JGH), Orlando, Florida 32801, and the name of the corporation's registered agent is Corporation Company of Orlando. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

ARTICLE VI**Indemnification**

This corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.


ARTICLE VII**Incorporator**

The name and address of the incorporator of this corporation is as follows: Malcolm P. O'Sullivan, 11114 Romance Court, Winter Garden, Florida 34787.

ARTICLE VIII**Amendment of Articles of Incorporation**

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 the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated.



Malcolm P. O'Sullivan

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR
THE SERVICE OF PROCESS WITHIN FLORIDA AND
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.0505, Florida Statutes, the following is submitted: **CP USA HOLDING COMPANY** (the "Corporation"), desiring to organize as a domestic corporation under the laws of the State of Florida has named and designated Corporation Company of Orlando as its Registered Agent to accept service of process within the State of Florida with its registered office located at 300 South Orange Avenue, Suite 1000 (JGH), Orlando, Florida 32801.

ACKNOWLEDGMENT

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0505, Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 3rd day of October, 2013.

CORPORATION COMPANY OF ORLANDO

By: _____

J. Gregory Humphries
J. Gregory Humphries, Vice President

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