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COR AMND/RESTATE/CORRECT OR O/D RESIGN **CP USA HOLDING COMPANY**

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ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF CP USA HOLDING COMPANY



WHEREAS, the Articles of Incorporation of CP USA HOLDING COMPANY (the "Corporation") were filed with the Florida Department of State on October 4, 2013, Document No. P13000082156;

WHEREAS, it is the intention of the Incorporator of the Corporation that the Articles of Incorporation of the Corporation be amended, effective the date this Amendment is filed with the Florida Department of State, in accordance with the proposed amendment hereinafter set forth; and

WHEREAS, the proposed amendment to the Articles of Incorporation of the Corporation as hereinafter set forth was adopted by the Incorporator on the 9th day of October, 2013 without shareholder action, which was not required pursuant to Section 607.1005 of the Florida Business Corporation Act.

NOW, THEREFORE, the Articles of Incorporation of the Corporation are hereby amended effective the date this Amendment is filed with the Florida Department of State by adding the following as Article IX:

ARTICLE IX <u>Directors & Officers</u>

The name and mailing address of the persons who are to serve as the initial Officers and Directors of the Corporation until the earlier of the first annual meeting of shareholders, their resignation or removal, or until their successors are elected and qualify, are as follows:

Malcolm P. O'Sullivan 11114 Romance Court Winter Garden, Florida 34787 **DPST**

IN WITNESS WHEREOF, this Amendment to the Articles of Incorporation is hereby executed on behalf of the Corporation by its Incorporator as of the 9th day of October, 2013.

CP USA HOLDING COMPANY

Malcolm P. O'Sullivan, Incorporator