



THE UNITED STATES
CORPORATION
COMPANY

P97000071770

ACCOUNT NO. : 072100000032

REFERENCE : 501284 4656E

AUTHORIZATION :

Patricia Poynt

COST LIMIT : \$ 122.50

ORDER DATE : August 19, 1997

ORDER TIME : 10:29 AM

ORDER NO. : 501284-005

10000287171-4

CUSTOMER NO: 4656E

CUSTOMER: Michele J. Turton, Legal Asst
GREENBERG TRAURIG HOFFMAN
LIPOFF ROSEN & QUENTEL
111 North Orange Avenue
Suite #2050
Orlando, FL 32801

FILED
AUG 19 PM 1:31
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: CPM BRAZIL, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS: _____

RECEIVED
97 AUG 19 AM 11:28
DIVISION OF CORPORATION

SN AUG 19 1997

4

ARTICLES OF INCORPORATION
OF
CPM BRAZIL, INC.

FILED

97 AUG 19 PM 1:31

TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is **CPM BRAZIL, INC.**

ARTICLE II - INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the initial principal place of business of the corporation is 5201 North Orange Blossom Trail, Orlando, Florida 32810. The initial mailing address of the corporation is 5201 North Orange Blossom Trail, Orlando, Florida 32810.

ARTICLE III - AUTHORIZED SHARES

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$.01 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 1201 Hays Street, Tallahassee, Florida 32301-2607, and the initial registered agent of the corporation at that address is The Corporation Service Company.

ARTICLE V - INCORPORATOR

The name and address of the incorporator is as follows:

Name

Address

Michele J. Turton

Greenberg, Traurig, Hoffman,
Lipoff, Rosen & Quentel, P.A.
111 North Orange Avenue
Suite 2050
Orlando, Florida 32801

ARTICLE VI - INDEMNIFICATION

The corporation shall, to the fullest extent permitted by the laws of Florida, including, but not limited to Section 607.0850 of the Florida Business Corporation Act, as the same may be amended and supplemented from time to time, indemnify any and all directors and officers of the corporation.

IN WITNESS WHEREOF, the undersigned does hereby execute this instrument
this 15th day of August, 1997.

By: Michele J. Turton
Michele J. Turton
Incorporator

**FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

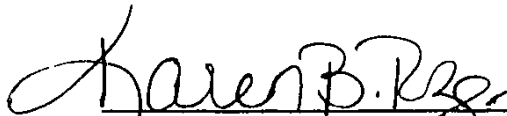
Pursuant to Section 48.091 and Section 607.0501, Florida Statutes, the following is submitted:

That **CPM BRAZIL, INC.**, desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 1201 Hays Street, Tallahassee, Florida 32301-2607, has named The Corporation Service Company as its agent to accept service within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the Corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida Business Corporation Act, relative to the proper and complete performance of my duties as registered agent.

Date: 8-19, 1997



The Corporation Service Company, Registered Agent
Karen B. Rozar, As Its Agent

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TALLAHASSEE, FLORIDA