

To: FL Dept of State
Subject: 000409.130197

From: Kim Weidenbach

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Division of Corporations

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Florida Department of State
Division of Corporations
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To: 000409.130197
 Division of Corporations
 Fax Number : (850)617-6381

From:
 Account Name : CORPDIRECT AGENTS, INC.
 Account Number : 110450000714
 Phone : (850)222-1173
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**FLORIDA PROFIT/NON PROFIT CORPORATION
CPF INVESTMENTS CORPORATION**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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To: FL Dept of State
Subject: 000409.130197

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
CPF INVESTMENTS CORPORATION**

ARTICLE I

The name of the corporation is **CPF INVESTMENTS CORPORATION**
(hereinafter the "Corporation").

ARTICLE II

The address of the principal office and mailing address of the Corporation is c/o Paulo Miranda, One Southeast Third Avenue, 25th Floor, Miami, Florida 33131.

ARTICLE III

The purpose for which the Corporation is organized is to transact any lawful business.

ARTICLE IV

This Corporation shall have the authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$1.00 per share. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

ARTICLE V

The street address of the Corporation's initial registered office is 515 East Park Avenue, Tallahassee, Florida 32301 and the name of its initial registered agent at such office is CorpDirect Agents, Inc.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time-to-time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one and the name and address of the member of the initial Board of Directors who will serve as the Corporation's director until his successors are duly elected and qualified are:

Carlos Sampaio
c/o Paulo Miranda
One Southeast Third Ave. #25th Floor
Miami, Florida, 33131

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ARTICLE VII

The name of the Incorporator is Paulo Miranda and the address of the Incorporator is c/o Paulo Miranda, One Southeast Third Avenue, 25th Floor, Miami, Florida, 33131

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 5th day of August, 2010



Paulo Miranda, Incorporator

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**CERTIFICATE OF
ACCEPTANCE BY REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of **CPF INVESTMENTS CORPORATION** (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 5th day of August, 2010

CorpDirect Agents, Inc.
Registered Agent

By: *Michele Holden*

Name: Michele Holden

Title: Assistant Secretary

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TALLAHASSEE, FLORIDA

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