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SECRETARY OF STATE TALLAHASSEE, FLORID*I*

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COVER LETTER

TO: New Filing Section Division of Corporations					
SUBJECT: Dunham Group, Inc.					
(Name of corporation - must include suffix)					
Dear Sir or Madam:					
The enclosed "Application by Foreign Corporation for Authorization "Certificate of Existence," and check are submitted to register the a transact business in Florida.					
Please return all correspondence concerning this matter to the follow	wing:				
David M. Rogero, Esq.					
(Name of Person)					
David M. Rogero, P.A.					
(Firm/Company)	700 0				
2625 Ponce de Leon Boulevard, Suite 280					
(Address)	HE AP				
Coral Gables, FL 33134					
(City/State and Zip code)					
For further information concerning this matter, please call:	9: 49 STATE LORIDA				
David M. Rogero at (305) 441-0)200				
(Name of Person) (Area Code & Daytime Telephone Number)					
New Filing Section , N Division of Corporations , D Clifton Building , P.	MAILING ADDRESS: lew Filing Section division of Corporations O. Box 6327 fallahassee, FL 32314				
Enclosed is a check for the following amount:					
\$70.00 Filing Fee \$\sum \text{\$78.75 Filing Fee & S78.75 Filing Fee & Certified 6}\$					

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

	ore in Frontial effer and time corporate has	me adopted for the purpose of transacting busi	ness in Florida)	
Delaware		20-8735173		
•	inder the law of which it is incorporated)	(FEI number, if applicable)		
December	6, 2002	5. Perpetual		
(Date)	of incorporation)	(Duration: Year corp. will cease to exist or "perpetual")		

		ss in Florida, if prior to registration) 7.1502, F.S., to determine penalty liability)		
5201 Blue I	Lagoon Drive, 8th Floor, N	· · ·		
OEO I DIGO	(Principal office a			
5201 Blue	Lagoon Drive, 8th Floor, N			
0201 0100	(Current mailing t			
All legal pu				
(Purpose(s)	of corporation authorized in home state of	r country to be carried out in state of Florida)	ALL SE	
Name and street	address of Florida registered agent: (P.O. Box NOT acceptable)	SECRETA NLLAHA	
Name:	Corporate Creations Net	work Inc.	PR 2	
ffice Address:	11390 Procogrity Forms Boad #221F		Mo W	
		00440	<u> </u>	
	Palm Beach Gardens	, Florida 33410	STATE ORIDA	

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Elena S. Davila, Vice President

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and business addresses of officers and/or directors:	TSE 281
A. DIRECTORS	LARET TO THE PROPERTY OF THE P
Chairman:	
Address:	SEX D
Vice Chairman:	57 5
Address:	
Director: Victor Vazquez	
Address: 5201 Blue Lagoon Drive, 8th Floor, Miami, FL 33126	
Director: Claudia Cavallante	
Address: 5201 Blue Lagoon Drive, 8th Floor, Miami, FL 33126	
D. ONEGERDS	
B. OFFICERS President: Ines Maria Lozano Cervan	
Address: 5201 Blue Lagoon Drive, 8th Floor, Miami, FL 33126	· · · · · · · · · · · · · · · · · · ·
Address:	,
Vice President: Lionel G. Bisson	
Address: 5201 Blue Lagoon Drive, 8th Floor, Miami, FL 33126	
Secretary: and Vice President: Victor Vazquez	
Address: 5201 Blue Lagoon Drive, 8th Floor, Miami, FL 33126	
Treasurer:	
Address:	<u> </u>
NOTE: If necessary, you may attach an addendum to the application listing additional officers	and/or directors.
13. (Signature of Director or Officer listed in number 12 of the application)	
Victor Vazquez, vice president, director	
(Typed or printed name and capacity of person signing application)	

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DUNHAM GROUP INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF APRIL, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "DUNHAM GROUP INC." WAS INCORPORATED ON THE SIXTH DAY OF DECEMBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

SECRETARY OF STATE

AND THE PROPERTY OF THE PROPER

3596297 8300

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Darriet Smith Hindson

Harrlet Smith Windsor, Secretary of State

AUTHENTICATION: 5598651

DATE: 04-17-07