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To:
Division of Corporations
Fax Number : (850)205-0381

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

FLORIDA PROFIT CORPORATION OR P.A.

B D Capital Corp.

Certificate of Status	1
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
B D Capital Corp.

Article II. Address

The Corporation's mailing address is:
B D Capital Corp.
1756 N. Bayshore Dr, #37F
Miami FL 33132

Article III. Registered Agent

The name and address of the Corporation's registered agent is:
Jorge Bohmer
1756 N. Bayshore Dr, #37F
Miami FL 33132

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:
Jorge Bohmer

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Maite Hoyos, Esq. | FL Bar Member 849553
Maite Hoyos, P.A.
1101 Brickell Avenue, Suite 704
Miami FL 33131
305-371-2132

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

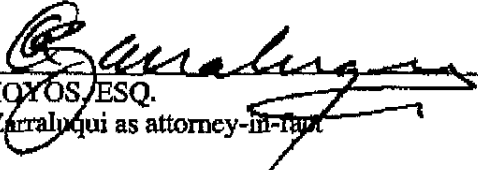
The name and address of the incorporator is:

Maite Hoyos, Esq.
Maite Hoyos, P.A.
1101 Brickell Avenue, Suite 704
Miami FL 33131

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on October 23, 2002.

The undersigned incorporator executed these Articles of Incorporation on October 23, 2002.



MAITE HOYOS, ESQ.
by C. A. Zarraluqui as attorney-in-fact

Maite Hoyos, Esq. | FL Bar Member 849553
Maite Hoyos, P.A.
1101 Brickell Avenue, Suite 704
Miami FL 33131
305-371-2132

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

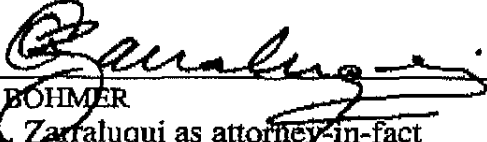
CORPORATION:

B D Capital Corp.

REGISTERED AGENT/OFFICE:

Jorge Bohmer
1756 N. Bayshore Dr, #37F
Miami FL 33132

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



JORGE BOHMER
by C. A. Zarfaluqui as attorney-in-fact

Date: October 23, 2002

Maite Hoyos, Esq. | FL Bar Member 849553
Maite Hoyos, P.A.
1101 Brickell Avenue, Suite 704
Miami FL 33131
305-371-2132

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