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DIVISION OF CORPORATIONS

No. 038

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FLORIDA PROFIT CORPORATION OR P.A.

CD Capital Management, Inc.

Certificate of Status	1
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**ARTICLES OF INCORPORATION
OF
CD CAPITAL MANAGEMENT, INC.**

THE UNDERSIGNED, acting as sole incorporator of a corporation to be formed under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

FIRST: The name of the corporation (the "Corporation") is:

CD CAPITAL MANAGEMENT, INC.

SECOND: The initial principal office or mailing address of the Corporation is:

c/o Aaron A. Farmer, P.A.
1415 Panther Lane, Ste. 121
Naples, FL 34109

THIRD: The aggregate number of shares that the Corporation is authorized to issue is ONE THOUSAND, (1,000) shares of common stock, and the par value of each such share shall be ONE CENT (\$0.01). Par value shall have no effect on the Corporation's capital structure.

FOURTH: The street address of the initial registered office of the Corporation is:

c/o Aaron A. Farmer, P.A.
1415 Panther Lane, Suite 121
Naples, Florida 34109

and the name of the Corporation's initial registered agent at such address is:

US Registered Agent, Inc.

FIFTH: The name and address of the sole incorporator of the Corporation are:

US Registered Agent, Inc.
1415 Panther Lane, Suite 121
Naples, Florida 34109

SIXTH: The number of Directors constituting the initial Board of Directors of the Corporation is TWO (2). The number of Directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The name and address of the persons to serve as Directors of the Corporation until the first annual meeting of the Shareholders of the Corporation, or until one or more successors have been elected and qualify, are as follows:

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Mar. 26. 2004 2:07PM Aaron A. Farmer, P.A.

No. 0305 P. 3

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Daryl Dorchak
c/o Aaron A. Farmer, P.A.
1415 Panther Lane, Suite 121
Naples, Florida 34109

Curtis R. Chandler
c/o Aaron A. Farmer, P.A.
1415 Panther Lane, Suite 121
Naples, Florida 34109

NOW, THEREFORE, the undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a corporation under the Florida Business Corporation Act has executed these Articles of Incorporation this 26th day of March, 2004.

US REGISTERED AGENT, INC.
Incorporator

By: 
Aaron A. Farmer, Esq., President

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

1. The name of the corporation is: **CD CAPITAL MANAGEMENT, INC.**
2. The name and address of the registered agent and office is:

US Registered Agent, Inc.
1415 Panther Lane, Suite 121
Naples, Florida 34109

Having been named as registered agent and to accept service of process for the above-stated Corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

US REGISTERED AGENT, INC.
Initial Registered Agent

By: 
Aaron A. Farmer, Esq., President

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