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TALLAHASSEE FLORIDA
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cf 7/29/05

Transmittal Letter

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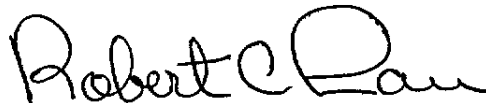
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Department of State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, FL 23399

Subject: Articles of Incorporation of Clayton, Dunning Capital Partners Inc.

Enclosed is an original and one copy of the Articles of Incorporation for the above-named corporation and a check for fees totaling \$87.50 for the Filing Fee, Certified Copy and Certificate of Status.



Robert C. Lau
2901 South Bayshore Drive, #1E
Miami, FL 33133

Telephone: 305-445-8776

**Articles of Incorporation
of
Clayton, Dunning Capital Partners Inc.**

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**SECRETARY OF STATE
TALLAHASSEE FLORIDA**

The undersigned Registered Agent and Incorporator of the corporation, acknowledges and files in the Office of the Secretary of State of the State of Florida, the following Articles of Incorporation dated July 25, 2005:

ARTICLE I

Name

The name of the corporation shall be Clayton, Dunning Capital Partners Inc.

ARTICLE II

Principal Office

The principal place of business and mailing address is 2901 South Bayshore Drive, #1E, Miami, FL 33133.

ARTICLE III

Purpose

The purpose for which the corporation is organized is any purpose permitted by Florida Statutes.

ARTICLE IV

Shares

The total number of shares of Common Stock that this corporation is authorized to have outstanding is 1,000,000 shares, \$.001 par value.

ARTICLE V

Initial Officer and Director

The initial officer and director is Robert C. Lau, President and Director, 2901 South Bayshore Drive, #1E, Miami, FL 33133.

ARTICLE VI

Registered Agent

The name and address of the registered agent is Robert C. Lau, 2901 South Bayshore Drive, #1E, Miami, FL 33133.

ARTICLE VII

Incorporator

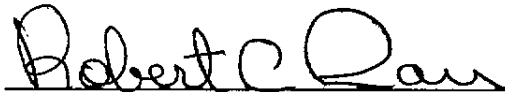
The name and address of the Incorporator is Robert C. Lau, 2901 South Bayshore Drive, #1E, Miami, FL 33133.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Robert C. Lau, Registered Agent

7/25/05
Date



Robert C. Lau, Incorporator

7/25/05
Date

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TALLAHASSEE FLORIDA