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## FLORIDA PROFIT CORPORATION OR P.A.

CD ENTERPRISES & OPERATIONS, CORP.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

July 28, 2005

JORGE L. GURIAN

SUBJECT: CD ENTERPRISES CORP.  
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FALLAHASSER, FLORIDA

**ARTICLES OF INCORPORATION OF  
CD ENTERPRISES & OPERATIONS, CORP.**

Pursuant to Chapter 607 of the Florida Business Corporation Act, for the purpose of forming a corporation, the undersigned incorporator hereby adopts the following Articles of Incorporation.

**ARTICLE I**

The name of the corporation shall be: CD ENTERPRISES & OPERATIONS, CORP.

**ARTICLE II**

The mailing address and principal place of business of this corporation shall be: 2100 Ponce De Leon Boulevard, Suite 600, Coral Gables, FL 33134

**ARTICLE III**

The corporation is authorized to issue one class of stock, that being 100,000 shares of Voting Common Stock with \$1 par value. The transfer of these shares will be governed by the bylaws of the corporation.

**ARTICLE IV**

The name and address of the corporation's initial registered agent is:

Jorge Gurian  
2100 Ponce De Leon Boulevard, Suite 600  
Coral Gables, Florida 33134

**ARTICLE V**

The corporation will be authorized to undertake any legal and valid business purpose as recognized under the laws of the State of Florida.

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#### ARTICLE VI

The name and street address of the incorporator of these Articles of Incorporation is:

Jorge Gurian  
2100 Ponce de Leon Boulevard, Suite 600  
Coral Gables, FL 33134

#### ARTICLE VII

The names and addresses of the initial directors of the corporation are as follows:

Eduardo Cortez & Aixa Cortez  
2100 Ponce de Leon Blvd.  
Suite 600  
Coral Gables, FL 33134

#### ARTICLE VIII

The names and addresses of the initial officers of the corporation are as follows:

Eduardo Cortez	Aixa Cortez
President	Secretary
2100 Ponce de Leon Blvd.	2100 Ponce de Leon Blvd.
Suite 600	Suite 600
Coral Gables, FL 33134	Coral Gables, FL 33134

#### ARTICLE IX

No Director shall be held liable to the corporation or its shareholders for its monetary damages due to a breach of fiduciary duty, unless the breach is a result of intentional misconduct, self dealing or illegal actions.

That the undersigned incorporator hereby declares, under penalty of perjury, that the statements made in the foregoing Articles of Incorporation are true, and that the incorporator is at least eighteen years of age.

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TALLAHASSEE FLORIDA

The undersigned incorporator, Jorge Gurian, has executed these Articles of Incorporation on this 28<sup>th</sup> day of July, 2005.

  
\_\_\_\_\_  
JORGE GURIAN  
INCORPORATOR

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND A REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is: CD ENTERPRISES & OPERATIONS, CORP.
2. The name and the Florida street address of the initial registered agent are:

Jorge Gurian  
2100 Ponce De Leon Boulevard, Suite 600  
Coral Gables, Florida 33134

*Having been named as registered agent and to accept service of process for CD ENTERPRISES & OPERATIONS, CORP. 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.*

  
\_\_\_\_\_  
JORGE GURIAN

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