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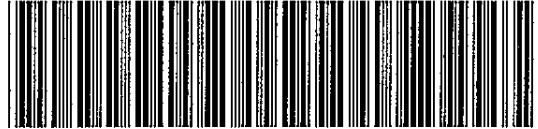
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TALLAHASSEE, FLORIDA
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✓
MRS
11/10

REBECCA J. DEL MEDICO, ESQ.
6281 FLORIDIAN CIRCLE
LAKE WORTH, FLORIDA 33463
(561) 964-6622
Fax: (561) 964-1615

November 8, 2005

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: COHEDRAL ADVISORS, INC.

Dear Sir or Madam:

Please find enclosed an original and copy of Articles of Incorporation for **COHEDRAL ADVISORS, INC.** Please file the original and provide us with a certified copy.

We have enclosed a check, payable to the Department of State in the amount of \$78.75 to cover the filing and certified copy fees.

If you have any questions regarding the enclosed, please contact our office.
Thank you.

Sincerely,


Rebecca J. Del Medico

**ARTICLES OF INCORPORATION
OF
COHEDRAL ADVISORS, INC.**

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TALLAHASSEE, FLORIDA

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Article I Name

The name of this corporation is Cohedral Advisors, Inc.

Article II Principal Address

398 East Dania Beach Blvd.
#133.
Dania Beach, Florida 33004

Article III Commencement

This corporation shall commence on the date of the filing of these Articles.

Article IV Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article V Capital Stock

This corporation is authorized to issue:

500,000,000 shares Class A Common Stock, \$.001 par value

50,000,000 shares Class B Common Stock, \$.001 par value

100,000,000 shares Class A Preferred Stock, \$.001 par value, the rights and preferences of which shall be established by the Corporation's Board of Directors.

100,000,000 shares Class B Preferred Stock, \$.001 par value, the rights and preferences of which shall be established by the Corporation's Board of Directors.

Article VI Voting Rights

Holders of Class A Common Stock shall be entitled to 1 vote per share.

Holders of Class B Common Stock shall be entitled to 100 votes per share.

The voting and other rights and preferences of the Class A Preferred Stock and the Class B Preferred Stock shall be established by the Corporations Board of Directors.

Article VII - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 6281 Floridian Circle, Lake Worth, Florida 33463 and the name and address of the initial registered agent is Rebecca J. Del Medico, Esq., 6281 Floridian Circle, Lake Worth, Florida 33463.

Article VIII Board of Directors

This corporation shall have one director initially. Walter A. Dorow, Jr. shall be the initial director. The number of directors shall be established by the bylaws and may be either increased or diminished from time to time as provided in the bylaws.

Article IX - Incorporator

The name and address of the person signing these articles is:

Rebecca J. Del Medico
6281 Floridian Circle
Lake Worth, Florida 33463

Article X - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors.

Article XI - Indemnification

Subject to the qualifications contained in Section 607.0850, Florida Statutes, the corporation shall indemnify its officers and directors and former officers and directors against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement arising out of his or her services as an officer or director of the corporation.

Article XII - Amendment

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

Article XIII - Affiliated Transactions

This corporation elects not to be subject to the provisions of Section 607.0901, Florida Statutes, regarding affiliated transactions.

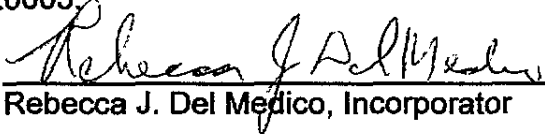
Article XIV - Control-Share Acquisitions

This corporation elects not to be subject to the provisions of Section 607.0902, Florida Statutes, regarding control-share acquisitions.

Article XV - Preemptive Rights

The Shareholders of the corporation shall have no preemptive rights.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 8th day of November 2005.



Rebecca J. Del Medico, Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

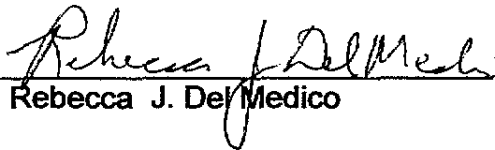
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST-THAT **COHEDRAL ADVISORS, INC..**
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF DANIA BEACH STATE OF FLORIDA, HAS NAMED REBECCA J. DEL MEDICO, ESQ.
(CITY) (STATE) (REGISTERED AGENT)

LOCATED AT 6281 Floridian Circle CITY OF LAKE WORTH, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: _____


Rebecca J. Del Medico

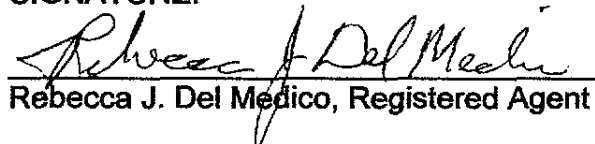
TITLE: Incorporator

DATE: November 8, 2005

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HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: _____


Rebecca J. Del Medico, Registered Agent

DATE: November 8, 2005