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**DOMESTICATION**

**Commodore Assets Corp.**

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**CERTIFICATE OF DOMESTICATION**

The undersigned, Jack Azout, President of **COMMODORE ASSETS CORP.**, a foreign corporation, in accordance with F.S., 607.1801 does hereby certify:

1. The date on which corporation was first formed was July 16, 2004.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was the Republic of Panama.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was **COMMODORE ASSETS CORP.**
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s.607.0202 and 607.0401 with this certificate is **COMMODORE ASSETS CORP.**
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was the Republic of Panama.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s.607.1801.

I am Jack Azout, President of Commodore Assets, and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this 26 day of September, 2006.

  
\_\_\_\_\_  
Jack Azout, President

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**ARTICLES OF INCORPORATION  
OF  
COMMODORE ASSETS CORP.**

**ARTICLE I**

The name of this corporation is Commodore Assets Corp. (the "Corporation").

**ARTICLE II**

The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act (the "Act").

**ARTICLE III**

The address of the principal office and the mailing address of the office of the Corporation is 2875 N.E. 191 Street, Penthouse 1, Aventura FL 33180.

**ARTICLE IV**

The capital stock authorized, the par value thereof, and the characteristics of such stock if the Corporation shall be as follows:

<u>Number of Shares</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
<u>Authorized</u>		
100	\$100	Common

**ARTICLE V**

The street address of the Corporation's initial registered office is, 2875 N.E. 191 Street, Penthouse 1, Aventura FL 33180, and the name of its initial registered agent at such office is Jack Azout.

**ARTICLE VI**

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws, who will serve as the Corporation's director until successors are duly elected and qualified.

**ARTICLE VII**

A director or officer of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer, except for liability (i) for any breach of the director's or officer's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0834 of the Act as the same exists or hereafter may be amended, (iv) for violation of a criminal law, unless the director or officer had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful or (v) for any transaction from which the director or officer derived an improper personal benefit.

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

**ARTICLE VIII**

The name of the Incorporator is Jack Azout, and the address of the Incorporator is 2875 N.E. 191 Street, Penthouse 1, Aventura FL 33180.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 26 day of September, 2006.

  
\_\_\_\_\_  
Jack Azout, Incorporator

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of Commodore Assets Corp. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.

  
\_\_\_\_\_  
Jack Azouf

Dated: September 26, 2006

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