

Division of Corporations Page 1 of 1  
**PO7000031972**

Florida Department of State  
Division of Corporations  
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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**CdA VENTURES, INC.**

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**ARTICLES OF INCORPORATION**  
**OF**  
**CdA VENTURES, INC.**

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**ARTICLE I - Name**

The name of the corporation is CdA VENTURES, INC. (the "Corporation").

**ARTICLE II - Purpose**

The Corporation is organized for the purposes of transacting any or all lawful business for which corporations may be organized under the laws of the United States and the laws of the State of Florida.

**ARTICLE III - Capital Stock**

The Corporation is authorized to issue 1,000 shares of US \$.01 par value common stock. The Board of Directors may authorized the issuance of such stock to such persons upon such terms and for such consideration in cash, property or services as the Board of Directors may determine and as may be allowed by law. The just valuation of such property or services shall be fixed by the Board of Directors. All such stock when issued shall be fully paid and exempt from assessment.

**ARTICLE IV - Initial Registered Office and Agent**

The name of the initial registered agent of the Corporation and the street address of the registered office of this Corporation is:

CdA Group, LLC  
407 Lincoln Road, Suite 4E  
Miami Beach, Florida 33139

**ARTICLE V - Corporate Mailing Address**

The principal office and mailing address of the Corporation is:

407 Lincoln Road, Suite 4E  
Miami Beach, Florida 33139

**ARTICLE VI - Incorporator**

The name and address of the Incorporator of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
Marc D. Kleiner, Esq.	Meland, Russin & Budwick, P.A. 3000 Wachovia Financial Center 200 South Biscayne Boulevard Miami, Florida 33131

**ARTICLE VII - Powers**

The Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

**ARTICLE VIII - Indemnification**

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent permitted by law in existence either now or hereafter.

**ARTICLE IX - Fiscal Year**

The fiscal year of this Corporation shall be the calendar year, unless otherwise established by the Board of Directors.

**ARTICLE X - Duration**

The duration of the Corporation is perpetual, unless sooner liquidated or dissolved in accordance with law.


The undersigned has executed these Articles of Incorporation this 12<sup>th</sup> day of March, 2007.

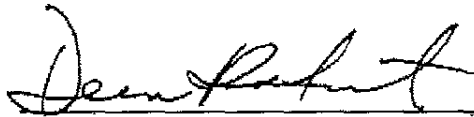
  
Marc D. Kleiner  
Incorporator

STATE OF FLORIDA                    )  
  ) SS:  
COUNTY OF MIAMI-DADE            )

BEFORE ME, the undersigned authority, personally appeared Marc D. Kleiner who is personally known to me and who, after being duly sworn, did freely and voluntarily acknowledge that, according to law, he made and subscribed the foregoing Articles of Incorporation of CdA VENTURES, INC.

IN WITNESS WHEREOF, I have set my hand and affixed my seal of office to this document this 12<sup>th</sup> day of March, 2007.

NOTARY PUBLIC-STATE OF FLORIDA  
 Deena Rostant  
Commission # DDS22309  
Expires: FEB. 26, 2010  
Bonded Thru Atlantic Bonding Co., Inc

  
Notary Public, State of Florida At Large  
Print Name: **Deena Rostant**  
Commission No.  
My commission expires:

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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for CdA VENTURES, INC. at the place designated in the Articles of Incorporation, CdA GROUP, LLC agrees to act in this capacity, and agrees to comply with the provisions of Section 607.0501(3), Fla. Stat. (1990), relative to keeping open such office until such time as it shall notify the Corporation of its resignation.

Dated this 2 day of March, 2007.

CdA GROUP, LLC

By: 

Ivan F. Alvarez, Manager

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