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To:
Division of Corporations
Fax Number : (850)617-6381

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (561)694-8107
Fax Number : (561)694-1639

FLORIDA PROFIT/NON PROFIT CORPORATION

MDC International Investors Inc.

Certificate of Status	1
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5/21/2008 3:01 PAGE 001/001 Florida Dept of State



May 21, 2008

FLORIDA DEPARTMENT OF STATE

Division of Corporations
CORPORATE CREATIONS INTERNATIONAL INC.

SUBJECT: MDC INTERNATIONAL INC.
REF: W08000025285

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**ARTICLES OF INCORPORATION
OF
MDC INTERNATIONAL INVESTORS INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation is **MDC INTERNATIONAL INVESTORS INC.**

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address is: 2730 S.W. 3rd Avenue, Suite 601,
Miami, Florida 33129.

ARTICLE III

TERM OF CORPORATE EXISTENCE

This corporation shall exist perpetually unless dissolved according to law and such existence
shall commence at the time of the filing of these Articles of Incorporation with the Secretary of
State of Florida.

ARTICLE IV

PERMITTED ACTIVITY

This corporation is organized for the purpose of transacting any and all lawful business for
which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may
hereafter be amended.

This Instrument Prepared By:
ROJAS & STANHAM, LLP
MARCO E. ROJAS, ESQ.
Florida Bar No.: 940453
320 Brickell Key Drive, Suite O-301
Miami, Florida 33131
Telephone: (305) 374-3800

ARTICLE V

AUTHORIZED SHARES

The aggregate number of shares which the corporation shall have authority to issue shall be One Thousand (1,000) shares of voting common stock with \$1.00 par value per share.

ARTICLE VI

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII

REGISTERED OFFICE AND AGENT

The initial registered office of the corporation and initial place of business is 1000 Brickell Avenue, Suite 215, Miami, Florida 33131. The initial Registered Agent is Corporate Maintenance Services, LLC.

ARTICLE VIII

DIRECTORS

The business of the corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the Bylaws.

The name and address of the directors of the Board of Directors who shall serve until the first annual meeting of shareholders or until their successors are elected and qualified shall be:

Carlos Vargas	2730 S.W. 3rd Avenue, Suite 601 Miami, Florida 33129
Carlos Ortiz	2730 S.W. 3rd Avenue, Suite 601 Miami, Florida 33129
Juan A. Pardo	2730 S.W. 3rd Avenue, Suite 601 Miami, Florida 33129
Mauricio Garcia	2730 S.W. 3rd Avenue, Suite 601 Miami, Florida 33129

ARTICLE IX

INCORPORATOR

The name and address of the Incorporator is: Marco E. Rojas, 520 Brickell Key Drive, Suite O-301, Miami, Florida 33131.

ARTICLE X

INDEMNIFICATION

Every person now or hereafter serving as Director, officer or employee of the corporation shall be indemnified and held harmless by the corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by him in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved, as a party or otherwise, by reason of his being or having been a Director, officer or employee of the corporation, whether or not he continues to be such at the time such loss, cost, liability or expense shall have been imposed or incurred, except with regard to matters as to which any such Director, officer or

employee shall be adjudged in any claim, action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of duty.

Expenses (including attorneys' fees) incurred in defending any claim action, suit or proceeding may be paid by the corporation in advance of the final disposition of such a proceeding.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 27th day of May, 2008.

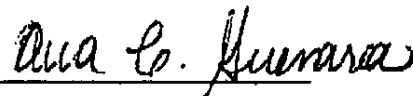


Marco E. Rojas

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared Marco E. Rojas, who is personally known to me or who has produced _____ for identification and who is known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me according to law, that he made and subscribed the same for the purposes mentioned and set forth.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 27th day of May, 2008.



Notary Public

My Commission Expires:

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CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

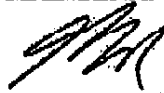
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: MDC INTERNATIONAL INVESTORS INC.
2. The name and address of the registered agent and office is: Corporate Maintenance Services, LLC at 1000 Brickell Avenue, Suite 215, Miami, Florida 33131.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in its capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

CORPORATE MAINTENANCE SERVICES, LLC

Signature:



Print:

Marco E. Rojas, Manager

Date:

May 27th, 2008.