

PO80000077359

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(City/State/Zip/Phone #)

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(Business Entity Name)

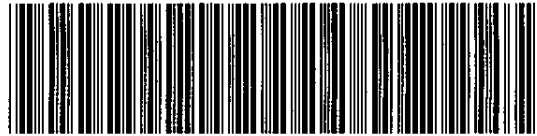
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Restated Ark

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 MAR -9 PM 4:29

March 3, 2009

Florida Department of State
Att.: Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, Fl. 32314

Re.: CD Capital Management, Inc.
File # P08000077359

Dear Division of Corporations:

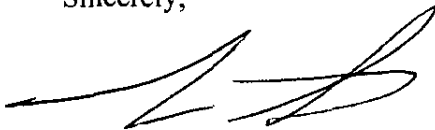
Please find enclosed along with this letter a copy of the Restated Articles of Incorporation for CD Capital Management, Inc. along with the Secretary's Certificate attesting to the following:

1. The restatement of the Articles of Incorporation do not change any of the existing Articles of Incorporation.
2. The restatement of the Articles of Incorporation were approved by unanimous written consent by the board of directors.

Additionally please find enclosed a check payable to the Florida Department of State in the amount of \$35.00 to pay the fees associated with filing the restated Articles of Incorporation.

If there are any questions, please feel free to contact me via. office # 416-271-3654.

Sincerely,

A handwritten signature in black ink, appearing to read 'Kevin Smith', with a stylized flourish at the end.

Kevin Smith,
Secretary

Restated Articles of Incorporation

For

CD Capital Management, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 MAR -9 PM 4:30

Article I

The name of the corporation is:

CD CAPITAL MANAGEMENT, INC.

Article II

The Principal place of business address:

The mailing address of the corporation is:

848 Brickell Key Drive,
Suite # 1235
Miami, Fl. 33131

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Suite # 1235
Miami, Fl. 33131

ARTICLE III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS INCLUDING BUT NOT LIMITED TO
FOREIGN CURRENCY TRADING ACTIVITY.

ARTICLE V

The number of shares the corporation is authorized to issue is: 100

ARTICLE V

The name and Florida street address of the registered agent is:

J.B. GROSSMAN
150 NORTH UNIVERSITY DRIVE
SUITE # 200
FT. LAUDERDALE, FL. 33324

Restated Articles of Incorporation

For

CD Capital Management, Inc.

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature: J.B. GROSSMAN

ARTICLE VI

The name and address of the incorporator is:

JB GROSSMAN
150 NORTH UNIVERSITY DRIVE
SUITE # 200
FT. LAUDERDALE, FL. 33324

ARTICLE VII

The initial officers and directors of the corporation are:

Title: PRESIDENT
KEVIN SMITH
848 BRICKELL AVE
SUITE # 1235
MIAMI, FL.. 33131

Title: VICE-PRESIDENT
GEORGE L. DeMARCILLA
848 BRICKELL AVE
SUITE # 1235
MIAMI, FL.. 33131

Title: SECRETARY
KEVIN SMITH
848 BRICKELL AVE
SUITE # 1235
MIAMI, FL.. 33131

ARTICLE VII

The effective date for this corporation shall be: AUGUST 19TH, 2008

CD CAPITAL MANAGEMENT, INC.

Secretary's Certificate

The undersigned certifies that he is the duly elected and qualified Secretary of CD Capital Management, Inc., a Florida corporation (the "Company"), that as such he is authorized to execute and deliver this Certificate in the name and on behalf of the Company, and that:

1. The Board of Directors acting via. Unanimous Written Consent did hereby approve and adopt the attached Restated Articles of Incorporation of the Company. *Does Not contain any amendment requiring Shareholder approval.*
2. The Restated Articles of Incorporation do not change any of the current articles of the existing Articles of Incorporation as amended.

THE UNDERSIGNED HEREBY CERTIFIES THAT he is the duly elected and qualified Secretary of the Company.

Sincerely,



Kevin Smith
Member of the Board of Directors

date

March 31 09