

**Electronic Articles of Incorporation
For**

P08000084399
FILED
September 15, 2008
Sec. Of State
jshivers

CENTERS OF AMERICA, INC

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

CENTERS OF AMERICA, INC

Article II

The principal place of business address:

80 BROAD STREET
5TH FLOOR
NEW YORK, NY. 10004

The mailing address of the corporation is:

80 BROAD STREET
5TH FLOOR
NEW YORK, NY. 10004

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

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:

ELIZABETH BARNES
1236 S OCEAN BLVD
PALM BEACH, FL. 33480

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

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Registered Agent Signature: ELIZABETH BARNES

Article VI

The name and address of the incorporator is:

ELIZABETH BARNES
1236 S OCEAN BLVD

PALM BEACH, FL 33480

Incorporator Signature: ELIZABETH BARNES

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P,D
M SMITH
80 BROAD STREET
NEW YORK, NY. 10004 US

Title: VP,D
J DAVIS
80 BROAD STREET
NEW YORK, NY. 10004 US

Title: T
M ANDERSON
80 BROAD STREET
NEW YORK, NY. 10004 US

Title: S
R WILSON
80 BROAD STREET
NEW YORK, NY. 10004 US

Article VIII

The effective date for this corporation shall be:

09/15/2008