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CORPORATION SERVICE COMPANY®

ACCOUNT NO. : I20000000195

REFERENCE : 040487 7222472

AUTHORIZATION : Lynette Coleman

COST LIMIT : $ 103.75

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TALLAHASSEE, FLORIDA

ORDER DATE : June 18, 2009

117.75

ORDER TIME : 9:59 AM

ORDER NO. : 040487-005

CUSTOMER NO: 7222472

CONVERSION OF AN LLC INTO AN INC.

NAME: KAWA CAPITAL MANAGEMENT, INC.

EFFECTIVE DATE:

XX____ CONVERSION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX______ CERTIFIED COPY

CONTACT PERSON: Joyce Markley -- EXT# 2930

EXAMINER'S INITIALS: __________

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CERTIFICATE OF CONVERSION
FOR A LIMITED LIABILITY COMPANY INTO ANOTHER BUSINESS ENTITY

(Pursuant to Florida Statutes §608.4401)
(and 607.1115)

This Certificate of Conversion is submitted to convert a Florida limited liability company into "another business entity" pursuant to Section 608.4401 of the Florida Limited Liability Company Act.

1. The name of the Florida limited liability company converting into "another business entity" is Kawa Capital Management, LLC (the "LLC"). The LLC was formed in the State of Florida on May 22, 2007, under document number L07000054246.

2. The name of the "other business entity" into which the LLC will be converted is Kawa Capital Management, Inc. (the "Other Entity"). The Other Entity is a Florida corporation to be incorporated pursuant to the Florida Business Corporation Act.

3. The LLC has been converted into the Other Entity in compliance with Section 608.4401 of the Florida Limited Liability Company Act. The conversion complies with such section.

4. A Plan of Conversion entered into between the LLC and the Other Entity was approved by all of the members of the LLC in accordance with Section 608.4402 of the Florida Limited Liability Company Act.

5. The conversion of Kawa Capital Management, LLC, a Florida limited liability company, into Kawa Capital Management, Inc., a Florida corporation, shall be effective immediately upon the filing of this Certificate of Conversion and the Articles of Incorporation for the Other Entity.

6. The principal office of the Other Entity shall be located at 400 Alton Road, TH 105 M, Miami Beach, Florida 33139.

Date: June 11, 2009

By: ____________________
Name: Daniel Ades
Title: Managing Member
Kawa Capital Management, LLC

Director
Kawa Capital Management, Inc.

15167231.2

ARTICLES OF INCORPORATION
OF
KAWA CAPITAL MANAGEMENT, INC.

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ARTICLE I - NAME AND BUSINESS ADDRESS

The name of this Corporation is Kawa Capital Management, Inc. Its principal office address and business mailing address is 400 Alton Road, TH 105 M, Miami Beach, Florida 33139.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 10,000 shares of common stock, having a par value of $.01 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation shall be 4221 W. Boy Scout Boulevard, Tampa, Florida 33607, and the initial registered agent of this corporation at such office shall be CFRA, LLC, a Florida limited liability company, who upon accepting this designation agrees to comply with the provisions of Chapters 48 and 607, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two members. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than nine. The names and addresses of the directors constituting the initial Board of Directors are:

Name	Address
Daniel Ades	400 Alton Road TH 105 M Miami Beach, Florida 33139
Alexandre Saverin	400 Alton Road TH 105 M Miami Beach, Florida 33139

ARTICLE VII - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

Name	Address
Robert B. Macaulay	100 SE Second Street Suite 4000 Miami, Florida 33131

Dated: June 11, 2009

Robert B. Macaulay

Robert B. Macaulay, Incorporator

15167305.2

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Company, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in that capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the duties and obligations of the undersigned's position as registered agent.

Dated this 11 day of June, 2009.

Registered Agent:

CFRA, LLC

By: Robert B. Macaulay
Robert B. Macaulay

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