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Florida Department of State
Division of Corporations
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From: Account Name : CORPORATION SERVICE COMPANY
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**FLORIDA PROFIT/NON PROFIT CORPORATION
COOPER GAY FLORIDA, INC.**

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June 25, 2010

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CORPORATION SERVICE COMPANY

SUBJECT: COOPER GAY FLORIDA, INC.
REF: W10000030491

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

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Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is L06000074525. (COOPER GAY LLC)

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Valerie Herring
Regulatory Specialist II
New Filing Section

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ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be:

Cooper Gay Holdings, Inc.

ARTICLE II PRINCIPAL OFFICEThe principal street address and mailing address, if different is:1110 Brickell Avenue, Suite 505
Miami, Florida 33131**ARTICLE III PURPOSE**

The purpose for which the corporation is organized is:

Holding Company

ARTICLE IV SHARES

The number of shares of stock is:

100 shares of common stock, \$0.01 par value per share.

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

List name(s), address(es) and specific title(s):

Phil Rook, Director/President, Cooper Gay (Holdings) Ltd., 52 Leadenhall Street, London, UK EC3A 2EB
John Flanagan, Director/Secretary, Cooper Gay (Holdings) Ltd., 52 Leadenhall Street, London, UK EC3A 2EB**ARTICLE VI REGISTERED AGENT**The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Corporation Service Company, 1201 Hays Street, Tallahassee, FL 32301

ARTICLE VII INCORPORATORThe name and address of the Incorporator is:George Vanarthos
Davis & Gilbert LLP
1740 Broadway, NY 10019

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Corporation Service Company

By: *George Vanarthos*
Signature/Registered Agent
George Vanarthos
Signature/Incorporator*06/23/10*
Date
06/23/2010
DateSECRETARY OF STATE
TALLAHASSEE, FLORIDA

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