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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**CIP PEO II, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FL 32399

12 DEC -4 PM 4:15

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DEC 4 2012

**ARTICLES OF INCORPORATION  
OF  
CIP PEO II, INC.**

The undersigned, acting as incorporator of a business corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation for such business corporation.

**ARTICLE I - CORPORATE NAME**

The name of the corporation shall be:

CIP PEO II, Inc. (the "Corporation").

**ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation shall be:

99 Park Avenue, Suite 1560, New York, NY 10016

**ARTICLE III - CAPITAL STOCK**

The Corporation is authorized to issue a maximum of one-thousand (1,000) shares of Common Stock, having a par value of \$1.00 per share.

**ARTICLE IV - INCORPORATOR**

The name of the incorporator executing these Articles of Incorporation is Sara Reichstein, whose address is 787 Seventh Avenue, New York, NY 10019

**ARTICLE V - NATURE OF BUSINESS**

The general nature of the business to be transacted by the Corporation is to conduct any and all lawful activities or business permitted under the laws of the United States of America and the State of Florida (and in particular, without limitation, Chapter 607 of the Florida Statutes, entitled the Florida Business Corporation Act.

**ARTICLE VI - DURATION**

The duration of the Corporation's existence shall be perpetual.

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## **ARTICLE VII - INDEMNIFICATION**

The Corporation shall indemnify its officers and directors, or any former officers or directors of the Corporation, to the full extent permitted by applicable law.

## **ARTICLE VIII - INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

This Corporation's initial registered agent and registered office in the State of Florida shall be: CT Corporation System, 1200 South Pine Island Rd, Plantation, FL 33324.

\* \* \*

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation of CIP PEO II, Inc. as of December 3, 2012.

  
Sara Reichstein, Incorporator

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**CERTIFICATE ACCEPTING DESIGNATION AS AN AGENT  
UPON WHOM SERVICE OF PROCESS WITHIN  
THIS STATE MAY BE SERVED**

I hereby accept the appointment as registered agent contained in the foregoing  
Articles of Incorporation and state that I am familiar with and accept the obligations of  
Section 607.0505 of the Florida Business Corporation Act.

Connie Bryan Connie Bryan  
Assistant Secretary  
Dated: December 3, 2012

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SECRETARY OF STATE  
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