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FLORIDA PROFIT/NON PROFIT CORPORATION
CIP PEO III, INC.

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**ARTICLES OF INCORPORATION
OF
CIP PEO III, 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 III, 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.

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 III, Inc. as of December 3, 2012.



Sara Reichstein, Incorporator

**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

FILED
12 DEC -4 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA