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NEIL J. MORNICK, CPA

Kendall Summit Executive Centre, #204

11440 N. Kendall Drive

Miami, FL 33176

OCT

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Office Use Only *****70.00 *****70.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. CDC, USA, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of State

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
97 OCT -6 AM 10:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
10-8-97

ARTICLES OF INCORPORATION
OF
CDC, USA, INC.

FILED
97 OCT -6 AM 10:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is: CDC, USA, Inc.

ARTICLE II

This corporation is to have perpetual existence.

ARTICLE III

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

This corporation is authorized to issue one million (1,000,000) shares of One Penny (.01) par value, common stock.

ARTICLE V

The street address of the initial principal office of corporation is 9200 S Dadeland Blvd., #425, Miami, FL 33156 and the name of the initial registered agent of the corporation at that address is Michael Scott Segal.

ARTICLE VI

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the By-laws, but shall never be less than one. The name and address of the initial director of this corporation is:

Michael Scott Segal
9200 S Dadeland Blvd., #425
Miami, FL 33156

ARTICLE VII

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

Michael Scott Segal
9200 S Dadeland Blvd., #425
Miami, FL 33156

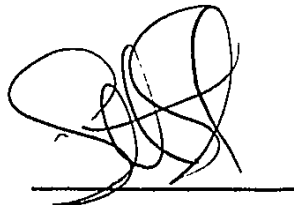
ARTICLE VIII

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE IX

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 1st day of October, 1997.

A handwritten signature in black ink, appearing to be "Michael Scott Segal", written over a horizontal line.

STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

BEFORE ME, a notary public, authorized to take acknowledgments in the State and County set forth above, personally appeared Michael Scott Segal, known to me and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed said Articles of Incorporation.

WITNESS my hand and officer seal at Miami, Dade County, Florida, this 1st day of October, 1997.



Kit Ming Kwok
Notary Public
State of Florida at Large

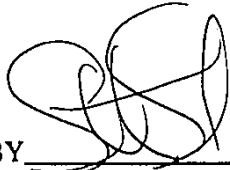
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First --That CDC, USA, INC. desiring to organize under the laws of the State of FLORIDA with its principal office, as indicated in the Articles of Incorporation at City of Miami County of Dade State of FLORIDA has named Michael Scott Segal located at 9200 S Dadeland Blvd., #425, Miami, FL 33156 City of Miami County of Dade State of FLORIDA, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY 
Michael Scott Segal
(Resident Agent)

FILED
91 OCT - 6 AM 10:58
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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91 OCT - 6 AM 10:58
TALLAHASSEE, FLORIDA
SECRETARY OF STATE