

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS



CERTIFICATE

THIS IS TO CERTIFY that all applicable provisions of the District of Columbia Business Corporation Act have been complied with and accordingly, this **CERTIFICATE OF INCORPORATION** is hereby issued to:

CDN INTERNATIONAL, INC.

IN WITNESS WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed as of the **10th day of December, 2009.**

LINDA K. ARGO
Director

Business and Professional Licensing Administration

A handwritten signature in cursive script, appearing to read "Patricia E. Grays", is written over a horizontal line.

PATRICIA E. GRAYS
Superintendent of Corporations
Corporations Division

Adrian M.
Fenty Mayor

**ARTICLES OF INCORPORATION
OF
CDN INTERNATIONAL, INC.**

I, the undersigned natural person of the age of eighteen years or more acting as incorporator of a corporation under the Business Corporation Act (DC Official Code, 2001 edition, Title 29, Chapter 1, as amended), adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is CDN International, Inc.

ARTICLE II - EFFECTIVE DATE

The effective date of incorporation is the date these Articles of Incorporation are delivered for filing.

ARTICLE III - DURATION

The duration of the corporation shall be perpetual.

ARTICLE IV - PURPOSE

The nature of the business or purposes to be conducted or promoted by the corporation is to engage in any lawful act or activity for which corporations may be organized under the Business Corporation Act of the District of Columbia.

ARTICLE V - SHARES

The total number of shares of stock which the corporation shall have authority to issue is 10,000 shares of common stock, par value \$1.00 per share. The holders of the shares of common stock shall possess voting power for the election of directors and for all other purposes, subject to such limitations as may be imposed by law or by any provision of these Articles of Incorporation. In the exercise of its voting power, a holder of shares of common stock shall be entitled to one vote for each share of common stock held.

ARTICLE VI - INITIAL CAPITALIZATION

The corporation will not commence business until at least \$1,000 has been received as initial capitalization.

ARTICLE VII - REGULATION OF INTERNAL AFFAIRS

Provisions for the regulation of the internal affairs of the Corporation, except as provided in these Articles of Incorporation, shall be determined and fixed as provided in the Bylaws as the same shall be adopted and amended from time to time by the Board of Directors.

FILED
DEC 10 2009

ARTICLE VIII – REGISTERED AGENT

The name and registered office of the corporation in the District of Columbia is:

Capitol Corporate Services, Inc.
1090 Vermont Ave. NW
Washington, DC 20005

ARTICLE IX – INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall be composed of persons who shall serve until their successors are elected and have qualified in accordance with the procedures set forth in the Bylaws. The names and addresses of the members of the initial Board of Directors are as follows:

Name	Address
Alexandre Pinheiro de Moraes Rêgo	1101 17 th Street NW, Suite 1010 Washington, DC 20036
Helio Maçol Sousa	Rua João de Barro, 22 Granja Viana, Cotia São Paulo, Brasil CEP 06711-130
João Batista Rodarte	Rua Rio de Janeiro, 338, 11º andar Higienópolis, São Paulo, Brasil CEP 01240-010
Inácio Muzzi Fonseca	SQN 112 Bloco E apto. 507 Asa Norte, Brasília, DF, Brasil CEP 70772-060

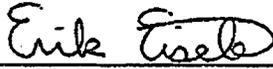
ARTICLE X - INCORPORATOR

The name and mailing address of the incorporator is as follows:

<u>Name</u>	<u>Mailing Address</u>
Erik V. Eisele	c/o Braccwell & Giuliani LLP 2000 K Street NW, Suite 500 Washington, DC 20006

The powers of the incorporator shall terminate upon the filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the Business Corporation Act of the District of Columbia, does hereby make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly has hereto set the incorporator's hand this 9th day of December, 2009.



Erik V. Eisele, Incorporator



DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
 BUSINESS AND PROFESSIONAL LICENSING ADMINISTRATION
 CORPORATIONS DIVISION
 941 NORTH CAPITOL STREET, N.E.
 WASHINGTON, D.C. 20002

Government
 of the
 District of Columbia

WRITTEN CONSENT TO ACT AS REGISTERED AGENT

TO:
 The Superintendent of Corporations
 Department of Consumer and Regulatory Affairs
 Business and Professional Licensing Administration,
 Corporations Division
 941 North Capitol Street, N.E.
 Washington, D.C. 20002

(A) BY A DISTRICT OF COLUMBIA RESIDENT
 PURSUANT TO D.C. CODE TITLE 29, and TITLE 41
 I,

A Bona fide Resident of the District of Columbia Herein Consent to Act as a Registered Agent For:

Name of Business
 SIGNATURE OF REGISTERED AGENT

DATE:
 (B) BY A LEGALLY AUTHORIZED CORPORATION
 THE CORPORATION HEREIN NAMED IS:
 CAPITOL CORPORATE SERVICES, INC.

An Authorized Corporate Registered Agent in the District of Columbia, per Signatures of its President/Vice-President and Secretary/Assistant Secretary, Herein Consents to Act as Registered Agent

For: CDN INTERNATIONAL, INC.

NAME OF COMPANY
 SIGNATURE: [Signature] OF PRESIDENT OR VICE-
 PRESIDENT
 ATTEST: [Signature] OF SECRETARY OR ASSISTANT
 SECRETARY
 DATE: 12/9/2009

DEC 10 2009

BYLAWS OF CDN INTERNATIONAL, INC.

Adopted _____, 2009

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ARTICLE I

SHAREHOLDERS

Section 1. Annual Meeting. The annual meeting of shareholders shall be held on the first Tuesday in February of each year at ten o'clock in the morning, if not a legal holiday, and, if a legal holiday, then on the next succeeding business day, for the purpose of electing directors. Any business may be transacted at an annual meeting, except as otherwise provided by the Business Corporation Act of the District of Columbia (the "Act"), by the Articles of Incorporation of the Corporation (the "Articles") or by these Bylaws. The Board of Directors may alter or postpone the time of holding the annual meeting of shareholders as the directors shall deem advisable.

Section 2. Special Meetings. A special meeting of shareholders may be called by the President, a majority of the directors then in office or the holders of at least ten percent (10%) of all shares entitled to vote at the proposed special meeting. Only such business shall be transacted at a special meeting as may be stated or indicated in the notice of such meeting.

Section 3. Place. The annual meeting of shareholders may be held at any place within or without the District of Columbia designated by the Board of Directors. Special meetings of shareholders may be held at any place within or without the District of Columbia designated by the person or persons calling the meeting. Meetings of shareholders shall be held at the principal office of the Corporation unless another place is designated for meetings in the manner provided herein.

Section 4. Notice. Written or printed notice stating the place, day and hour of each meeting of shareholders and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally or by mail, to each shareholder of record entitled to vote at such meeting.

Section 5. Quorum. The holders of at least seventy-five percent (75%) of the outstanding stock entitled to vote at a meeting of shareholders and present in person or by proxy shall constitute a quorum. Except as otherwise required by the Act, the Articles or these Bylaws, the act of the holders of a majority of the stock at any meeting at which a quorum is present shall be the act of the shareholders' meeting. The Chairman of the meeting or the holders of a majority of the stock present at any meeting, though less than a quorum, may adjourn the meeting and any business may be transacted at the adjournment that could be transacted at the original meeting. No notice of adjournment, other than the announcement at the meeting, need be given.

Section 6. Proxies. At all meetings of shareholders, a shareholder may vote either in person or by proxy executed in writing by the shareholder or by his duly authorized attorney in fact. Such proxies shall be filed with the Secretary of the Corporation before or at the time of the meeting. No proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy. Each proxy shall be revocable unless expressly provided therein to be irrevocable or unless otherwise made irrevocable by law.

Section 7. Voting of Shares. Each outstanding share entitled to vote upon a matter submitted to a vote at a meeting of shareholders shall be entitled to one vote.

Section 8. Officers. The President of the Corporation shall preside at, and the Secretary of the Corporation shall keep records of, each meeting of shareholders, and in the absence of either such officer, his or her duties shall be performed by some person appointed by the meeting.

Section 9. List of Shareholders. A complete list of shareholders entitled to vote at each shareholders' meeting, arranged in alphabetical order, with the address of and number of shares held by each, shall be prepared by the Secretary and filed at the registered office of the Corporation and subject to inspection by any shareholder during usual business hours for a period of ten (10) days prior to such meeting and shall be produced at such meeting and at all times during such meeting be subject to inspection by any shareholder.

Section 10. Action Without A Meeting. The action required or permitted to be taken at any annual or special meeting of shareholders may be taken without a meeting, without prior notice and without a vote if a consent or consents in writing, conforming to the requirements of the Act and setting forth the action so taken, is signed by the holder or holders of all shares having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all shares entitled to vote on the action were present and voted.

Section 11. Telephonic Meetings. Shareholders of the Corporation may participate in and hold an annual or special meeting of shareholders by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Section 11 shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

ARTICLE II

BOARD OF DIRECTORS

Section 1. Power and Authority. The powers of the Corporation shall be exercised by or under the authority of, and the business affairs of the Corporation shall be managed under the direction of, the Board of Directors of the Corporation.

Section 2. Number. The number of directors which shall constitute the whole Board of Directors shall be determined from time to time by resolution of the Board of Directors of the Corporation in accordance with these Bylaws (provided that no decrease in the number of

directors shall shorten the term of any incumbent director). If the Board of Directors makes no such determination, the number of directors shall be 4. Directors need not be shareholders and need not be residents of the District of Columbia.

Section 3. Term. Each director shall hold office until the next annual meeting of shareholders, and until such director's successor shall have been elected and qualified or until such director's earlier death, resignation or removal.

Section 4. Vacancies. Any vacancy in the Board of Directors resulting from death, resignation, retirement, removal from office, increase in the number of directors or other cause may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors. Any director elected by the Board of Directors to fill any vacancy (other than one resulting from an increase in the number of directors) shall hold office for the unexpired term of the director whose place he or she has been elected to fill. Any director elected by the Board of Directors to fill a vacancy created by an increase in the number of directors shall serve for the term specified in Section 3 above; provided that the Board of Directors may not fill more than two vacancies resulting from an increase in the number of directors during the period between two successive annual meetings of shareholders.

Section 5. Removal. Any director, or the entire Board of Directors, may be removed from office at any time, with or without cause, by the holders of a majority of the shares then entitled to vote at an election of directors.

Section 6. Meetings of Directors. The directors may hold their meetings and may have an office and keep the books of the Corporation, except as otherwise provided by statute, in such place or places in the District of Columbia, or outside the District of Columbia, as the Board of Directors may from time to time determine.

Section 7. Annual Organization Meeting. The Board of Directors may hold an annual organizational meeting, if a quorum is present, immediately after and at the same place as the annual meeting of the shareholders, and no notice of such meeting shall be necessary.

Section 8. Election of Officers. At an annual organizational meeting or, if no such meeting is held, at the first regularly scheduled meeting of the Board of Directors in each year at which a quorum shall be present, held following the annual meeting of shareholders, the Board of Directors shall elect the officers of the Corporation.

Section 9. Regular Meetings. Regular meetings of the Board of Directors shall be held at such times and places as shall be designated, from time to time, by resolution of the Board of Directors. Notice of such regular meetings shall not be required.

Section 10. Special Meetings. Special meetings of the Board of Directors shall be held whenever called by the President or by a majority of the directors then in office.

Section 11. Notice. The Secretary shall give notice to each director of each special meeting in person, by facsimile transmission, by telephone, by e-mail or by telegraph at least forty-eight (48) hours prior to the meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the

express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting. Any business may be transacted at any meeting at which every director shall be present even though no notice of the meeting was given.

Section 12. Quorum. A majority of the directors fixed in accordance with the procedures set forth in Section 2 of Article II of these Bylaws shall constitute a quorum for the transaction of business, but if at any meeting of the Board of Directors there be less than a quorum present, a majority of those present or any director solely present may adjourn the meeting from time to time without further notice. The act of a majority of the directors present at a meeting at which a quorum is in attendance shall be the act of the Board of Directors, unless the act of a greater number is required by the Articles or by these Bylaws.

Section 13. Order of Business. At meetings of the Board of Directors, business shall be transacted in such order as from time to time the directors may determine. At all meetings of the Board of Directors, the President shall preside, and in the absence of such officer, a chairman shall be chosen by the members of the board from among the directors present. The Secretary of the Corporation shall act as secretary of the meetings of the Board of Directors, but in the absence of the Secretary, the presiding officer may appoint any person to act as secretary of the meeting.

Section 14. Compensation. Directors and members of any committee of the Board of Directors shall be entitled to such reasonable compensation for their services as directors and members of any such committee as shall be fixed from time to time by resolution of the Board of Directors, and shall also be entitled to reimbursement for any reasonable expenses incurred in attending such meetings.

Section 15. Presumption of Assent. A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his written dissent to such action with the person acting as secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 16. Executive Committee and Other Committees. The Board of Directors may by resolution provide for an Executive Committee and such other standing or special committees as it from time to time deems desirable, and discontinue the same at its pleasure. Each such committee shall have such powers and perform such duties, not inconsistent with the Act, as may be assigned to it by the Board of Directors. If provision be made for any such committee, the members thereof shall be appointed by the Board of Directors and shall serve at the pleasure of the Board. Vacancies in such committees shall be filled by the Board of Directors.

Section 17. Action Without A Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors or any committee may be taken without a meeting if a consent in writing conforming to the requirements of the Act and setting forth the action so taken, is signed by all the members of the Board of Directors or the committee, as the case may be. Such consent shall have the same force and effect as a unanimous vote at a meeting, and may be stated as such in any document or instrument filed with the Mayor's Office of the District of Columbia.

Section 18. Telephonic Meetings. Members of the Board of Directors, or members of any committee designated by the Board of Directors, may participate in and hold a meeting of such board or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Section 18 shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

ARTICLE III

OFFICERS

Section 1. Number, Titles and Term of Office. The officers of the Corporation shall be a President and a Secretary and such other officers as the Board of Directors may from time to time elect or appoint. Each officer shall hold office until his or her successor shall have been duly elected and qualified or until his or her death or until he or she shall resign or shall have been removed in the manner hereinafter provided. One person may hold more than one office. None of the officers need be a director.

Section 2. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 3. Vacancies. A vacancy in the office of any officer may be filled by the Board of Directors for the unexpired term of such office.

Section 4. Powers and Duties of the President. The President shall be the chief executive officer of the Corporation and, subject to the oversight responsibilities of the Board of Directors, shall have general administrative charge, management and control of the properties and operations of the Corporation in the ordinary course of its business with all such powers with respect to such properties and operations as may be reasonably incident to such responsibilities, and shall preside at all meetings of the Board of Directors and the shareholders. The President may approve and execute all bonds, contracts and all other obligations in the name of the Corporation, and may sign all certificates for shares of capital stock of the Corporation.

Section 5. Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors and committees thereof and the minutes of all meetings of the shareholders, in books provided for that purpose. The Secretary: shall attend to the giving and serving of all notices; may sign with the President, in the name of the Corporation, all contracts of the Corporation and affix the seal of the Corporation thereto; may sign with the President all certificates for shares of the capital stock of the Corporation; shall have charge of the certificate books, transfer books and stock ledgers, and such other books and papers as the Board of Directors may direct, all of which shall at all reasonable times be open to inspection of any director upon application at the office of the Corporation during business hours; and shall in general perform all duties incident to the office of Secretary, subject to the oversight of the Board of Directors.

ARTICLE IV

CAPITAL STOCK

Section 1. Certificates of Shares. The certificates for shares of the capital stock of the Corporation shall be in such form as shall be approved by the Board of Directors. The certificates shall be signed by the President or Vice President, and also by the Secretary and may be sealed with the seal of the Corporation or a facsimile thereof. Where any such certificate is countersigned by a transfer agent, or registered by a registrar, either of which is other than the Corporation itself or an employee of the Corporation, the signatures of the President and the Secretary may be facsimiles. Certificates shall be consecutively numbered and shall be entered in the books of the Corporation as they are issued and shall exhibit the holder's name and the number of shares.

Section 2. Transfer of Shares. The shares of stock of the Corporation shall be transferable only on the books of the Corporation by the holders thereof in person or by their duly authorized attorneys or legal representatives, or with the written consent of the holders, upon surrender and cancellation of certificates for a like number of shares.

Section 3. Closing of Transfer Books. For the purpose of determining shareholders entitled to notice of or to vote at any meeting of shareholders, or any adjournment thereof, or entitled to receive payment of any dividend, or in order to make a determination of shareholders for any other proper purpose, the Board of Directors may provide that the stock transfer books shall be closed for a stated period but not to exceed, in any case, sixty (60) days. If stock transfer books shall be closed for the purpose of determining shareholders entitled to notice of or to vote at a meeting of shareholders, such books shall be closed for at least ten (10) days immediately preceding such meeting. In lieu of closing the stock transfer books the Board of Directors may fix in advance a date as the record date for any such determination of shareholders, such date in any case to be not more than sixty (60) days and, in case of a meeting of shareholders, not less than ten (10) days prior to the date on which the particular action requiring such determination of shareholders is to be taken. If the stock transfer books are not closed and no record date is fixed for the determination of shareholders entitled to notice of or to vote at a meeting of shareholders, or shareholders entitled to receive payment of a dividend, the date on which the notice of the meeting is mailed or the date on which the resolution of the Board of Directors declaring such

dividend is adopted, as the case may be, shall be the record date for such determination of shareholders.

Section 4. Regulations. The Board of Directors shall have power and authority to make all such rules and regulations as its members may deem expedient concerning the issue, transfer and registration or the replacement of certificates for shares of the capital stock of the Corporation.

ARTICLE V

INDEMNIFICATION

Section 1. Scope. The Corporation shall indemnify any person who (a) is or was a director of the Corporation, (b) is or was both a director and an officer of the Corporation ("Covered Officer") or (c) while a director or Covered Officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, venturer, trustee, employee, agent or similar functionary of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, to the fullest extent that a corporation is permitted to indemnify such persons under the Act or any other statute of similar purport, as now written or as hereafter enacted. The Corporation may indemnify any other person to the extent permitted by the Act or any other statute of similar purport as now written or hereafter enacted.

Section 2. Nonexclusive. The provisions of this Article V shall not be deemed exclusive of any other rights to which any director, Covered Officer or other person may be entitled under any other agreement, pursuant to a vote of directors of any committee thereof or a vote of shareholders, as a matter of law or otherwise, either as to action in his official capacity or as to action in another capacity while holding such office, and shall inure to the benefit of the heirs, executors and administrators of such person. No person shall be entitled to indemnification pursuant to this Article V in relation to any matter as to which indemnification shall not be permitted by law.

ARTICLE VI

MISCELLANEOUS PROVISIONS

Section 1. Offices. Until the Board of Directors otherwise determines, the registered office of the Corporation required by the Act to be maintained in the District of Columbia shall be as set forth in the Articles, but such registered office may be changed from time to time by the Board of Directors in the manner provided by law and need not be identical to the principal place of business of the Corporation.

Section 2. Fiscal Year. The fiscal year of the Corporation shall begin 1st January and conclude 31st December.

Section 3. Seal. The seal of the Corporation shall be such as from time to time may be approved by the Board of Directors.

Section 4. Notice and Waiver of Notice. Whenever any notice whatever to shareholders is required to be given under the provisions of the Act, the Articles or these Bylaws, such notice shall be deemed to be sufficient if given by depositing the same in a post office box in a sealed postpaid wrapper addressed to the person entitled thereto at his post office address, as it appears on the books of the Corporation, and such notice shall be deemed to have been given on the day of such mailing. A waiver of notice, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

Section 5. Resignations. Any director or officer may resign at any time. Such resignations shall be made in writing and shall take effect at the time specified therein, or, if not time be specified, at the time of its receipt by the President or the Secretary. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

Section 6. Securities of Other Corporation. The President of the Corporation shall have power and authority to transfer, endorse for transfer, vote, consent or take any other action with respect to any securities of another issuer which may be held or owned by the Corporation and to make, execute and deliver any waiver, proxy or consent with respect to any such securities.

ARTICLE VII

AMENDMENTS

The Board of Directors shall have the power to adopt, amend and repeal from time to time the Bylaws of the Corporation, subject to the right of the shareholders entitled to vote with respect thereto to amend or repeal such bylaws as adopted or amended by the Board of Directors.