

Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1515

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

**FOREIGN PROFIT/NONPROFIT CORPORATION
NOBLE AMERICAS RESOURCES CORP.**

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DIVISION OF CORPORATIONS
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7/26/11

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Noble Americas Resources Corp.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

(State or country under the law of which it is incorporated)

3. 45-2754968

(FEI number, if applicable)

4. June 17, 2011

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. _____

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. Four Stamford Plaza, 107 Elm St., Stamford, CT 06902

(Principal office address)

Four Stamford Plaza, 107 Elm St., Stamford, CT 06902

(Current mailing address)

8. Commodities Trading, Purchase & Sale of Goods

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

, Florida 32301

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company

By: _____

(Registered agent's signature)

JOHN H. PELLETIER

ASST. VICE PRESIDENT

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____
_____Director: See attachedAddress: _____

Director: _____

Address: _____

B. OFFICERS

President: See attachedAddress: _____

Vice President: _____

Address: _____
_____Secretary: See attachedAddress: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. X William J. Cronin

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. William J. Cronin - President & COO

(Typed or printed name and capacity of person signing application)

NOBLE AMERICAS RESOURCES CORP.

Four Stamford Plaza

107 Elm Street

Stamford, CT 06902

Directors

William J. Cronin

Ernesto Leon-Gambetta

David E. Behrends

Officers

William J. Cronin – President & Chief Operating Officer

Ernesto Leon-Gambetta – Executive Vice President

David E. Behrends – Executive Vice President

Eric B. Twombly - Treasurer

Joseph P. Limone - Secretary

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NOBLE AMERICAS RESOURCES CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIRST DAY OF JULY, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "NOBLE AMERICAS RESOURCES CORP." WAS INCORPORATED ON THE SEVENTEENTH DAY OF JUNE, A.D. 2011.

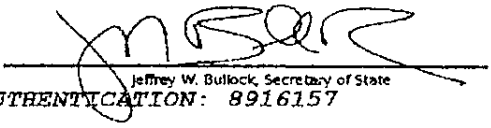
AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

4998552 8300

110843394




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8916157

DATE: 07-21-11

You may verify this certificate online
at corp.delaware.gov/authver.shtml