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FOREIGN PROFIT/NONPROFIT CORPORATION
CAPITAL EQUITY FINANCE INC

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June 4, 2010

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CAPITAL EQUITY FINANCE INC

SUBJECT: CAPITAL EQUITY FINANCE INC
REF: W10000026461

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Line 7 must be a street address for the principal office address. Can not accept a P.O. Box. Please just fax me the first page of the application with the correction.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Diane Cushing
Document Specialist Supervisor

FAX Aud. #: H10000127556
Letter Number: 410A00013981

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. CAPITAL EQUITY FINANCE INC.
(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. BRITISH VIRGIN ISLANDS 3. N/A
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. JANUARY 19 2010 5. PERPETUAL
(Date of incorporation) (Duration: Your corp. will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 5800 Hollywood Blvd. Hollywood, FL 33021
(Principal office address)
P.O. Box 268270, Weston, FL 33326
(Current mailing address)
8. FINANCING
(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: ROY OCTAVIO GONZALEZ GUTIERREZ
Office Address: 5800 HOLLYWOOD BLVD
HOLLYWOOD, Florida 33021
(City) (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.

Roy Octavio Gonzalez Gutierrez
(Registered agent's signature)



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.

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

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: ROY OCTAVIO GONZALEZ GUTIERREZAddress: FINAL AVE. EL CHARTEL CON 1^{RA} AVE. DEL CAMPO,EDIF. SANTA PAULA, PISO 1, APT 22, URB. CATIADirector: CARACAS, VENEZUELA

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

X 13. _____

(Signature of Director or Officer listed in number 12 of the application)

14. ROY OCTAVIO GONZALEZ GUTIERREZ

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

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POWER OF ATTORNEY**KNOW ALL MEN BY THESE PRESENTS**

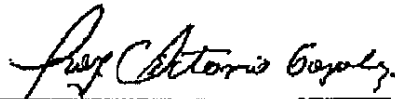
That the undersigned, **Capital Equity Finance Inc.**, hereinafter the "Company", a company organized and existing under the British Virgin Islands Business Companies Act, 2004 of the British Virgin Islands, having its Registered Office at 325 Waterfront Drive, Omar Hodge Building, 2nd Floor, Wickham's Cay, Road Town, Tortola, British Virgin Islands, **DOES HEREBY APPOINTS Ignacio A. Martinez**, acting individually, as the Attorney-in-Fact of the Company, to be the true and lawful Attorney-in-Fact of the Company, conferring upon him authority and power to represent and manage the Company, in connection with its business activities in any part of the world, including all its assets and properties, with such general and special authority as to principal and supplementary matters as may be necessary, being empowered to borrow or lend monies, with or without security; to collect, in or out of judicature, and receive monies, products, prices, installments, rents, dividends, profits, incomes and properties belonging to the Company; to enter into all types of financial transactions and to contract in the name of the company and undertake all kinds of liabilities or obligations; to open and operate bank accounts without limitation, whether current, savings or other types, for a fixed or indefinite term; to apply for letters of credit and issue indemnities in connection therewith; to draw, accept, issue, endorse, guarantee and discount bills of exchange, notes and other instruments of credit, whether negotiable or not; to grant pledges, mortgages or other security interests or liens on the properties of the Company; to purchase property and property rights, whether real or personal, corporeal or incorporeal, movable or immovable, and in connection with the business of the company to sell, exchange, lease, transfer or dispose of the same; to open and operate brokerage accounts and in connection therewith to purchase in cash or on a margin, commodities, stocks, bonds, warrants, options and securities in general, and in connection therewith to exercise the right to vote or other rights inherent in the ownership and possession of such property; to make investments in other companies, whether or not related to the Business of the Company; to open branches or offices of the Company in any part of the world, to appoint, remove, suspend, discharge and dismiss employees; to represent the Company before the judicial,

administrative, political or other authorities of any country or state, or political subdivisions thereof, in and out of court, and to answer and file lawsuits and appeals, settle differences or controversies, participate in bankruptcy, criminal or other proceedings, including by way of arbitration; to pay taxes, fees, duties and imposts in general, and to file claims or appeals in connection therewith.

This Power of Attorney shall remain in full force and effect until such time as expressly revoked by the Company or surrendered by the Attorneys-in-Fact.

IN WITNESS WHEREOF, this Power of Attorney is granted this 19th day of January, 2010.

Capital Equity Finance Inc.



Roy Octavio Gonzalez Gutierrez
Director

**TERRITORY OF THE BRITISH VIRGIN ISLANDS
BVI BUSINESS COMPANIES ACT, 2004**

**CERTIFICATE OF GOOD STANDING
(SECTION 235)**

The REGISTRAR OF CORPORATE AFFAIRS, of the British Virgin Islands HEREBY CERTIFIES
that, pursuant to the BVI Business Companies Act, 2004:

Capital Equity Finance Ltd.

BVI COMPANY NUMBER: 1567250

1. Is on the Register of Companies;
2. Has paid all fees, annual fees and penalties that are due and payable;
3. Has not filed articles of merger or consolidation that have not become effective;
4. Has not filed articles of arrangement that have not yet become effective;
5. Is not in voluntary liquidation; and
6. Proceedings to strike the name of the company off the Register of Companies have not been instituted.

REGISTRY OF STATE
TAX AFFAIRS - FLORIDA

2009 JUN - 4 P 5:00

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[Signature]
REGISTRAR OF CORPORATE AFFAIRS
Sunday of May 2010