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Florida Department of State  
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**FOREIGN PROFIT/NONPROFIT CORPORATION**  
**TOV Capital Markets, Inc.**

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$70.00

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12/13/2010

FROM :

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**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. TOV Capital Markets, 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. Delaware**

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

**3. \_\_\_\_\_**

(FEI number, if applicable)

**4. May 3, 2010**

(Date of incorporation)

**5. Perpetual**

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

**6. N/A**

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

**7. 1000 Brickell Ave., Unit 11E Miami, FL 33131**

(Principal office address)

**1000 Brickell Ave., Unit 11E Miami, FL 33131**

(Current mailing address)

**8. Securities Brokerage**

(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: **Registered Agent Solutions, Inc.**

Office Address: **155 Office Plaza Dr. Suite A**

**Tallahassee**

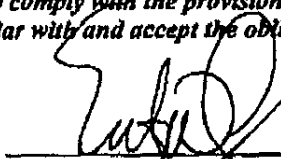
(City)

**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.*



(Registered agent's signature) **Eric Woltz, Assistant Secretary**

**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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FROM :

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

A. DIRECTORS

Chairman: Fernando Heller

Address: TOV Corretora de Cambio, Titulos e Valores Rua Joaquim Antunes, 246 Sao Paulo, Brazil

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

B. OFFICERS

President: Stefan Burstin

Address: TOV Corretora de Cambio, Titulos e Valores Rua Joaquim Antunes, 246 Sao Paulo, Brazil

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: Valestan Ribeiro

Address: TOV Corretora de Cambio, Titulos e Valores Rua Joaquim Antunes, 246 Sao Paulo, Brazil

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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

13. \_\_\_\_\_

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. STEFAN BURSTIN President

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

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# Delaware

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*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TOV CAPITAL MARKETS, INC." 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 THIRTEENTH DAY OF DECEMBER, A.D. 2010.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TOV CAPITAL MARKETS, INC." WAS INCORPORATED ON THE THIRD DAY OF MAY, A.D. 2010.

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

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Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8422109

DATE: 12-13-10

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