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Division of Corporations
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**FOREIGN PROFIT/NONPROFIT CORPORATION
CANTRELL HOLDINGS US INC.**

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January 4, 2011

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CORPORATION SERVICE COMPANY

SUBJECT: CANTRELL HOLDINGS US INC.
REF: W11000000178

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.

Please verify the zip code for all addresses.,

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

If you have any questions concerning the filing of your document, please call (850) 245-6929.

Justin M Shivers
Regulatory Specialist II
New Filing Section

FAX Aud. #: H11000000399
Letter Number: 611A00000136

**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. Cantrell Holdings US Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Ltd.," "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. December 22, 2010

(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. c/o Becker, Glynn, Melamed & Muffly LLP, 299 Park Avenue, New York, NY 10171

(Principal office address)

c/o Becker, Glynn, Melamed & Muffly LLP, 299 Park Avenue, New York, NY 10171

(Current mailing address)

8. Purchase property.

(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

**Jeanine Reynolds
as its agent**

By: 

(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.

2011 JAN -3 AM 11:15
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: José Antonio Velasco FichtnerAddress: c/o Becker, Glynn, Melamed & Muffly LLP, 299 Park Avenue, New York, NY 10171Vice Chairman: Vivianne Velasco Fichtner PereiraAddress: c/o Becker, Glynn, Melamed & Muffly LLP, 299 Park Avenue, New York, NY 10171

Director: _____

Address: _____

Director: _____

Address: _____

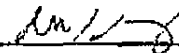
B. OFFICERS

President: José Antonio Velasco FichtnerAddress: c/o Becker, Glynn, Melamed & Muffly LLP, 299 Park Avenue, New York, NY 10171Vice President: Vivianne Velasco Fichtner PereiraAddress: c/o Becker, Glynn, Melamed & Muffly LLP, 299 Park Avenue, New York, NY 10171Secretary: Robert C. MufflyAddress: c/o Becker, Glynn, Melamed & Muffly LLP, 299 Park Avenue, New York, NY 10171

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. Robert C. Muffly, Secretary

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

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CANTRELL HOLDINGS US 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 TWENTY-THIRD DAY OF DECEMBER, A.D. 2010.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CANTRELL HOLDINGS US INC." WAS INCORPORATED ON THE TWENTY-SECOND DAY OF DECEMBER, A.D. 2010.

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

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DELAWARE SECRETARY OF STATE

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at corp.delaware.gov/authver.shtml



Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8452399

DATE: 12-23-10