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**FOREIGN PROFIT/NONPROFIT CORPORATION**  
**Odebrecht Development, Inc.**

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MAR 10 2011

**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. ODEBRECHT DEVELOPMENT, 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. 27-5411775

(FEI number, if applicable)

4. January 25, 2011

(Date of incorporation)

5. Perpetual

(Duration: Year 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. 201 Alhambra Circle, Suite 1400, Coral Gables, FL 33134

(Principal office address)

201 Alhambra Circle, Suite 1400, Coral Gables, FL 33134

(Current mailing address)

8. Any and all lawful business activities

(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: Nicholas Sprague

Office Address: 201 Alhambra Circle, Suite 1400

Coral Gables

(City)

Florida 33134

(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)

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: Gilberto NevesAddress: 201 Alhambra Circle Suite 1400 Coral Gables, FL 33134Vice Chairman: Dean RadeloffAddress: 201 Alhambra Circle Suite 1400 Coral Gables, FL 33134Director: Nicholas SpragueAddress: 201 Alhambra Circle Suite 1400 Coral Gables, FL 33134Director: Gustavo FontesAddress: 201 Alhambra Circle Suite 1400 Coral Gables, FL 33134

## B. OFFICERS

President: Dean RadeloffAddress: 201 Alhambra Circle, Suite 1400, Coral Gables, FL 33134Vice President: Luiz SimonAddress: 201 Alhambra Circle, Suite 1400, Coral Gables, FL 33134Secretary: Nicholas SpragueAddress: 201 Alhambra Circle, Suite 1400, Coral Gables, FL 33134Treasurer: Dean RadeloffAddress: 201 Alhambra Circle, Suite 1400, Coral Gables, FL 33134

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 first degree felony as provided for in s.817.155, F.S.

14. Nicholas Sprague, Secretary

(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 "ODEBRECHT DEVELOPMENT, 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 EIGHTH DAY OF MARCH, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ODEBRECHT DEVELOPMENT, INC." WAS INCORPORATED ON THE TWENTY-FIFTH DAY OF JANUARY, A.D. 2011.

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: 8609383

DATE: 03-08-11