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(Requestor's Name)

(Address)

(Address)

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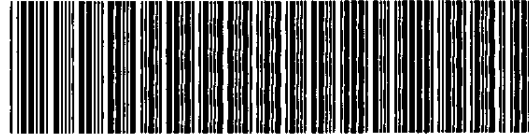
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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JUN 13 2011

**CARRERAS & LEMOINE, LLP**

**ATTORNEYS AND COUNSELORS AT LAW**

115 Perimeter Center Place, Suite 640

Atlanta, Georgia 30346

Phone: 770.351-0099 - Fax: 770.351-0097

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(affiliated with Carreras, Barsikian, Robertson & Associés)

June 7, 2011

Florida Department of State  
New Filing Section  
Division of corporations  
P.O. box 6327  
Tallahassee, FL 32314

Re: Incorporation of CEIBA Capital Corporation

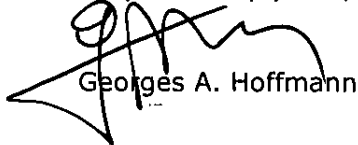
Dear Sir or Madam:

Enclosed are the following documents for the incorporation of CEIBA Capital Corporation:

1. Cover letter with a check in the amount of \$87.50;
2. One original and one copy of the articles of incorporation

I would appreciate it if you could complete this incorporation.

Very sincerely yours,

  
Georges A. Hoffmann

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TALLAHASSEE, FLORIDA  
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**COVER LETTER**

Department of State  
New Filing Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT: CEIBA CAPITAL CORPORATION**  
**(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)**

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00 Filing Fee  
 \$78.75 Filing Fee & Certificate of Status

<input type="checkbox"/> \$78.75 Filing Fee & Certified Copy	<input checked="" type="checkbox"/> \$87.50 Filing Fee, Certified Copy & Certificate of Status
<b>ADDITIONAL COPY REQUIRED</b>	

FROM: Georges A. Hoffmann, Esq.  
Name (Printed or typed)

115 Perimeter Center Place - South Terraces #640  
Address

Atlanta, Georgia 30346  
City, State & Zip

770-351-1548  
Daytime Telephone number

ghoffmann@cbr-law.com  
E-mail address: (to be used for future annual report notification)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
2011 JUN 10 AM 10:44

**FILED**

**NOTE: Please provide the original and one copy of the articles.**

**ARTICLES OF INCORPORATION**  
In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

**ARTICLE I NAME** CEIBA CAPITAL CORPORATION  
The name of the corporation shall be:

**ARTICLE II PRINCIPAL OFFICE**  
Principal street address: 100 N Biscayne Blvd #500  
Miami, Florida 33132  
Mailing address, if different is: \_\_\_\_\_

**ARTICLE III PURPOSE**  
The purpose for which the corporation is organized is:  
To engage in any and all lawful business

**ARTICLE IV SHARES**  
The number of shares of stock is: 100,000 shares at no par value

**ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS**

Name and Title: <u>Frederic S. POIROT, President</u>	Name and Title: _____
Address: <u>Rua Oscar Freire 379 conj 132</u>	Address: _____
<u>Sao Paulo, Brazil</u>	_____
_____	_____
Name and Title: <u>Frederic S. POIROT, Sec./Treas</u>	Name and Title: _____
Address: <u>Rua Oscar Freire 379 conj 132</u>	Address: _____
<u>Sao Paulo, Brazil</u>	_____
_____	_____
Name and Title: <u>Georges A. Hoffmann, Ass. sec</u>	Name and Title: _____
Address: <u>115 Perimeter Center Place</u>	Address: _____
<u>South Terraces - suite 640</u>	_____
<u>Atlanta, Georgia 30346</u>	_____

**ARTICLE VI REGISTERED AGENT**  
The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:  
Name: Olivier SUREAU  
Address: 100 N Biscayne Blvd #500  
Miami, Florida 33132

**ARTICLE VII INCORPORATOR**  
The name and address of the incorporator is:  
Name: Georges A. Hoffmann, Esq.  
Address: 115 Perimeter Center Place #640  
Atlanta, Georgia 30346

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

\_\_\_\_\_  
Required Signature/Registered Agent  
Date: 5/31/2011

I submit this document and affirm that the facts stated herein are true. I am aware that the 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.

\_\_\_\_\_  
Required Signature/Incorporator  
Date: 6/1/11

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TALLAHASSEE, FLORIDA