

P12000029728

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H12000076527 3)))

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE
3/23/12



H120000765273ABC/

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 617-6381

002226.16378

From: Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

RECEIVED
12 MAR 27 PM 2:53:12
DIVISION OF CORPORATIONS
STATE OF FLORIDA
FILED
MAR 23 AM 11:37

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

**FLORIDA PROFIT/NON PROFIT CORPORATION
RAYA HOLDINGS US, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	6
Estimated Charge	\$78.75

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE
3/23/12

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE
3/23/12

Electronic Filing Menu

Corporate Filing Menu

Help

1/4



March 27, 2012

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CORPDIRECT AGENTS, INC.

SUBJECT: RAYA HOLDINGS US, INC.
REF: W12000017146

W12-16848

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE

3/23/12

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

Section 607.0802 or 617.0802, Florida Statutes, requires directors to be natural persons 18 years old or older.

Articles must be in numeric order. You missed Article VII and you have Article X listed twice.

If you have any further questions concerning your document, please call (850) 245-6052.

Ruby Dunlap
Regulatory Specialist II
New Filing Section

FAX Aud. #: H12000076527
Letter Number: 212A00010255

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE

3/23/12

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE

3/23/12

H12000076527-3

12 MAR 23 AM 11:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
RAYA HOLDINGS US, INC.**

ARTICLE I - NAME

The name of this corporation is RAYA HOLDINGS US, INC. the "Corporation").

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation are:

c/o: Paulo Miranda
1001 Brickell Bay Drive
Suite, 2406
Miami, Florida, 33131

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares of common stock, each share having a par value of \$0.01.

ARTICLE V - REGISTERED AGENT

The name and address of the initial registered agent of the Corporation are:

NRAI Services, Inc.
515 E. Park Avenue
Tallahassee, Florida 32301

H12000076527 3

ARTICLE VI - DIRECTORS AND OFFICERS

The Board of Directors of the Corporation shall consist of at least one Director, with exact number to be fixed from time-to-time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one and the name and address of the member of the initial Board of Directors who will serve as the Corporation's director until his successors are duly elected and qualified is:

Director

José Antonio Fichtner
Raya Invetimentos Ltd.
Av. Almirante Barroso nº139, 4º andar
Rio de Janeiro, RJ - Brazil

ARTICLE VII - COMMENCEMENT

The Corporation shall commence on the date on which these Articles of Incorporation are filed with the Department of State of Florida.

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator is:

Paulo Miranda
1001 Brickell Bay Drive
Suite 2406
Miami, Florida, 33131

ARTICLE IX - BY-LAWS

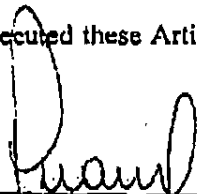
The Board of Directors shall have the power to alter, amend or repeal the By-laws of the Corporation.

H12000076527 3

ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify any officer, director or incorporator, or any former officer, director or incorporator, of the Corporation to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as of this 27th day of March, 2012.



Paulo Miranda - Incorporator

H12000076527 3

**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

The undersigned, who has been designated in the foregoing Articles of Incorporation as registered agent for the corporation, agrees that (i) he accepts such appointment as registered agent and will accept service of process for and on behalf of said corporation, and (ii) he is familiar with and will comply with any and all laws relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida corporation.

Dated: as of this 27th day of March, 2012

NRAI SERVICES, INC., Registered Agent

By: Michele Holden
Name: Michele Holden
Title: Asst. Secretary

FILED
12 MAR 23 AM 11:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA