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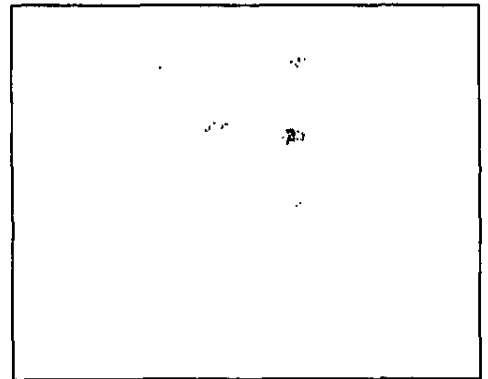
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ENTITY NAME:

EASTBAY FINANCE US INC.

CK# 6129 FOR \$280.00 (\$120.00 FOR THIS FILING)

PLEASE FILE THE ATTACHED DOMESTICATION & RETURN THE FOLLOWING:

\_\_\_ CERTIFIED COPY

XXX STAMPED COPY

\_\_\_ CERTIFICATE OF STATUS

Examiner's Initials

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FLORIDA DEPARTMENT OF STATE  
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DIVISION OF CORPORATIONS

October 2, 2013

FLORIDA RESEARCH & FILING SERVICES, INC.

SUBJECT: EASTBAY FINANCE US INC.  
Ref. Number: W13000054558

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We have received your document for EASTBAY FINANCE US INC. and your check(s) totaling \$280.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

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) 245-6052.

Claretha Golden  
Regulatory Specialist II  
New Filing Section

Letter Number: 913A00023060

RESUBMITTING  
W/ CORRECTIONS  
PLEASE RETAIN ORIGINAL  
SUBMISSION DATE  
9/30/13

CERTIFICATE OF DOMESTICATION

OF

EASTBAY FINANCE S.A.

The undersigned, Adolfo Pittaluga Shaw, President of EASTBAY FINANCE S.A., a foreign corporation in accordance with s. 607.1801, Florida Statutes, does hereby certify,

1. The date on which the corporation was formed was May 17, 2001.
2. The jurisdiction where the above named corporation was first formed, incorporated or *otherwise came into being was Panama.*
3. The name of the corporation immediately prior in the filing of this Certificate of Domestication was Eastbay Finance S.A.
4. The name of the corporation, as set forth in these articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is Eastbay Finance US Inc.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, of any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was Panama.
6. Attached are Florida Articles of Incorporation to complete the domestication requirements pursuant to s. 607.1801.

I, Adolfo Pittaluga Shaw, President of Eastbay Finance S.A. and am authorized to sign this Certificate of Domestication on behalf on the corporation and have done so on this 9<sup>th</sup> day of September, 2013.



Adolfo Pittaluga Shaw, President

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**ARTICLES OF INCORPORATION  
OF  
EASTBAY FINANCE US INC.**

In compliance with the requirements of Florida Statutes Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

**ARTICLE I**

**NAME**

The name of this corporation is Eastbay Finance US Inc.

**ARTICLE II**

**PRINCIPAL OFFICE**

The principal place of business and mailing address is: 255 Harbor Drive, Key Biscayne, Florida 33149.

**ARTICLE III**

**TERM OF CORPORATE EXISTENCE**

This corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation with the Secretary of State of Florida.

**ARTICLE IV**

**PERMITTED ACTIVITY**

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may hereafter be amended.

## ARTICLE V

### AUTHORIZED SHARES

The aggregate number of shares which the corporation shall have authority to issue shall be One Thousand (1,000) shares of voting common stock with \$1.00 par value per share. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

## ARTICLE VI

### PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

## ARTICLE VII

### REGISTERED OFFICE AND REGISTERED AGENT

The initial street address of the Corporation's registered office is 1000 Brickell Avenue, Suite 400, Miami, Florida 33131. The initial Registered Agent for the Corporation at that address is Corporate Maintenance Services, LLC.

## ARTICLE VIII

### DIRECTORS/OFFICERS

The business of the corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the Bylaws.

The name and address of the director of the Board of Directors who shall serve until the first annual meeting of shareholders or until his successor is elected and qualified shall be:

NAME	ADDRESS
Adolfo Pittaluga	255 Harbor Drive Key Biscayne, Florida 33149

#### ARTICLE IX

##### INCORPORATOR

The name and address of the Incorporator is Adolfo Pittaluga Shaw, 255 Harbor Drive, Key Biscayne, Florida 33149.

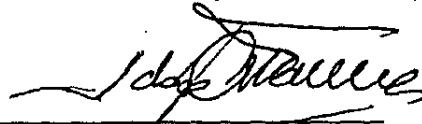
#### ARTICLE X

##### INDEMNIFICATION

Every person now or hereafter serving as Director, officer or employee of the corporation shall be indemnified and held harmless by the corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by him in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved, as a party or otherwise, by reason of his being or having been a Director, officer or employee of the corporation, whether or not he continues to be such at the time such loss, cost, liability or expense shall have been imposed or incurred, except with regard to matters as to which any such Director, officer or employee shall be adjudged in any claim, action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of duty.

Expenses (including attorneys' fees) incurred in defending any claim action, suit or proceeding may be paid by the corporation in advance of the final disposition of such a proceeding.

**IN WITNESS WHEREOF**, I have signed these Articles of Incorporation this 9th day of September, 2013.

A handwritten signature in black ink, appearing to read 'Adolfo Pittaluga Shaw', written over a horizontal line.

Adolfo Pittaluga Shaw  
Sole Incorporator



**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

**CORPORATION:**

Eastbay Finance US Inc.

**REGISTERED AGENT/OFFICE:**

Corporate Maintenance Services LLC  
1000 Brickell Ave., Ste. 400  
Miami

FL 33131

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

  
CORPORATE MAINTENANCE SERVICES LLC

Date: 10/3/2013.

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