



1303070268

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

Office of the Clerk

March 14, 2013

1303070268

BETH EPSTEIN
UCC RETRIEVALS INC
7288 HANOVER GREEN DR
MECHANICSVILLE, VA 23111

RECEIPT

RE: Fibria Celulose USA Inc.

ID: F192275 - 8

DCN: 13-02-21-0042

Dear Customer:

This is your receipt for \$425.00, to cover the fees for filing an application for a certificate of authority to transact business in Virginia with this office.

The effective date of the certificate is March 14, 2013.

If you have any questions, please call (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.

Sincerely,

Joel H. Peck
Clerk of the Commission

CORFACPT
CISLFD

1303070268

HOLD FOR PICK-UP FOR

UCC RETRIEVALS, INC.
BETH EPSTEIN / TRACI GOODMAN / MARY COLLINS
7288 HANOVER GREEN DR.
MECHANICSVILLE, VA 23111
(804) 559.5919

03/9
130221 0042 *DLR*

STATE CORPORATION COMMISSION
1300 EAST MAIN STREET
RICHMOND VA 23209-1197

Name Availability Done In:
Initials: _____
Conflict with ID#: _____
File: _____
CIS: _____

FEBRUARY 21, 2013

ROUTINE!

DEAR SIRs,

PURSUANT TO INSTRUCTIONS OF COUNSEL, I ENCLOSE FOR FILING ON BEHALF OF:

FIBRIA CELULOSE USA INC.

CERTIFICATE OF AUTHORITY

****PLEASE RETURN (1) CERTIFIED COPY OF THE ATTACHED FILING (for foreign entities c/c the application only!)****

*No \$
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CHECK(S) IN PAYMENT OF THE REQUIRED FEES ARE ENCLOSED. I WOULD APPRECIATE YOU TELEPHONING ME AT (804) 559-5919 IF THERE IS A PROBLEM WITH THIS FILING AND TO ADVISE ME WHEN THE EVIDENCE IS AVAILABLE TO BE PICKED UP.

THANK YOU FOR YOUR ASSISTANCE IN THIS REGARD.

SINCERELY,
BETH EPSTEIN

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(F-04)
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3/13/2013

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F1922788

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, MARCH 14, 2013

The State Corporation Commission has found the accompanying application for a certificate of authority to transact business in Virginia submitted on behalf of

Fibria Celulose USA Inc.

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it is ORDERED that this

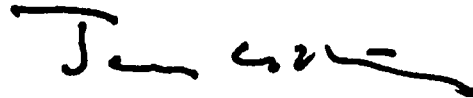
CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN VIRGINIA

be issued and admitted to record with the application in the Office of the Clerk of the Commission, effective March 14, 2013.

The corporation is authorized to transact business in Virginia, subject to all Virginia laws applicable to the corporation and its business.

STATE CORPORATION COMMISSION

By



James C. Dimitri
Commissioner

1303070268



COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

SCC759/921
(07/05)

APPLICATION FOR A CERTIFICATE OF AUTHORITY
TO TRANSACT BUSINESS IN VIRGINIA

Name of the corporation (include, if required, any "for use in Virginia" name in parentheses):
Fibria Celulose USA Inc.

State or other jurisdiction of incorporation Delaware

Date of incorporation: 12/11/1987 Period of duration: Perpetual

(Mark if applicable) The corporation was previously authorized or registered with the Commission to transact business in Virginia as a foreign business entity. (See instructions.) *Set forth the additional required information on an attachment.*

The corporation's principal office address, including the street and number, if any, is
Aventura-Harbour Center, 18851 NE 29th Avenue-Suite530, Aventura, FL 33180
(number/street) (city or town) (state) (zip)

The name of the **VIRGINIA** registered agent is Corporation Service Company

The registered agent is (mark appropriate box):

- (1) an individual who is a resident of Virginia **and**
 - an officer of the corporation.
 - a director of the corporation.
 - a member of the Virginia State Bar.
- OR**
- (2) a domestic or foreign stock or nonstock corporation, limited liability company or registered limited liability partnership authorized to transact business in Virginia.

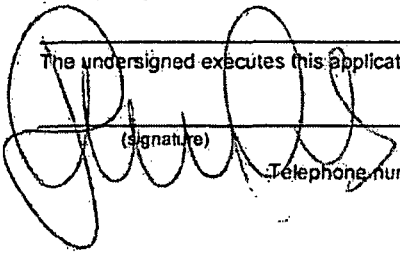
The foreign corporation's **VIRGINIA** registered office address, including the street and number, if any, which is identical to the business office of the registered agent, is
Bank of America Center, 16th Floor, 1111 East Main Street Richmond VA 23219
(number/street) (city or town) (state) (zip)

which is physically located in the county or city of Richmond

<u>OFFICERS:</u>	<u>NAME AND TITLE</u>	<u>BUSINESS ADDRESS</u>
	<u>See Attached</u>	

<u>DIRECTORS:</u>	<u>NAME</u>	<u>BUSINESS ADDRESS</u>
	<u>See Attached</u>	

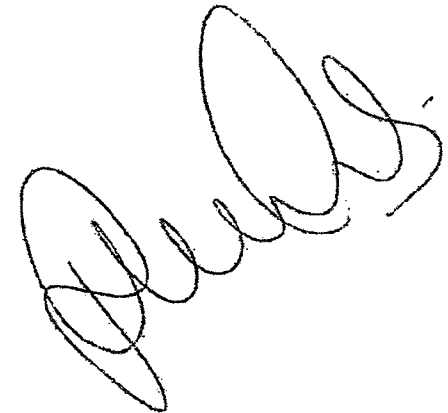
<u>STOCK:</u>	<u>NUMBER OF SHARES AUTHORIZED TO BE ISSUED</u>	<u>CLASS AND SERIES</u>
	<u>200,000</u>	<u>Common Stock</u>

The undersigned executes this application in the name of the corporation and declares the facts stated herein to be true:
 (signature) Graziela Ares (printed name) Vice President (corporate title) _____ (date)
Telephone number (optional): _____

See important instructions on the reverse

Fibra Celulose, USA
 Virginia Registration (Form SCC759/921) Attachment
 Officers Information

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
Marcello Strufaldi Castelli	President	Alameda Santos 1357, 6 Andar Sao Paulo, 01419-908, Brazil
Henri Philippe Van Keer	Director	Alameda Santos 1357, 6 Andar Sao Paulo, 01419-908, Brazil
Guilherme Perboyre Cavalcanti	Director	Alameda Santos 1357, 6 Andar Sao Paulo, 01419-908, Brazil
Francisco Fernandes Campos Valério	Director	Alameda Santos 1357, 6 Andar Sao Paulo, 01419-908, Brazil
Marcello Strufaldi Castelli	Director	Alameda Santos 1357, 6 Andar Sao Paulo, 01419-908, Brazil
Henri Philippe Van Keer	Vice President	Alameda Santos 1357, 6 Andar Sao Paulo, 01419-908, Brazil
Sergio Augusto Malacrida Junior	Vice President	Alameda Santos 1357, 6 Andar Sao Paulo, 01419-908, Brazil
Graziela Ares	Vice President	Alameda Santos 1357, 6 Andar Sao Paulo, 01419-908, Brazil
Ari Borg	Vice President	Alameda Santos 1357, 6 Andar Sao Paulo, 01419-908, Brazil
Marina Negrisoni	Vice President	Alameda Santos 1357, 6 Andar Sao Paulo, 01419-908, Brazil
Mateus P. De Morais Carmo	Vice President	Alameda Santos 1357, 6 Andar Sao Paulo, 01419-908, Brazil
Oswaldo Ayres Filho	Vice President	Alameda Santos 1357, 6 Andar Sao Paulo, 01419-908, Brazil
Guilherme Perboyre Cavalcanti	Vice President	Alameda Santos 1357, 6 Andar Sao Paulo, 01419-908, Brazil



Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "FIBRIA CELULOSE USA INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

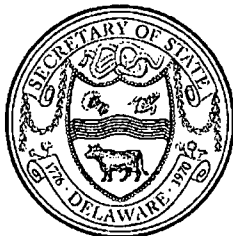
CERTIFICATE OF INCORPORATION, FILED THE ELEVENTH DAY OF DECEMBER, A.D. 1987, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "ARACRUZ CELLULOSE (U.S.A.), INC." TO "ARACRUZ CELULOSE (U.S.A.), INC.", FILED THE EIGHTEENTH DAY OF JANUARY, A.D. 1988, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE FOURTEENTH DAY OF MARCH, A.D. 1988, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "ARACRUZ CELULOSE (U.S.A.), INC." TO "FIBRIA CELULOSE USA INC.", FILED THE THIRD DAY OF MAY, A.D. 2010, AT 10:23 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "FIBRIA CELULOSE USA INC."



2146054 8100H

130195848

Jeffrey W. Bullock, Secretary of State

AUTHENTICATION: 0226028

DATE: 02-20-13

757345 011

FILED

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Mabel H. ...
SECRETARY OF STATE

CERTIFICATE OF INCORPORATION

OF

ARACRUZ CELLULOSE (U.S.A.), INC.

The undersigned, in order to form a corporation pursuant to the provisions of the General Corporation Law of Delaware, does hereby certify as follows:

1. The name of the corporation is
Aracruz Cellulose (U.S.A.), Inc.

None

2. The address of the corporation's registered office in the State of Delaware is 229 South State Street, the City of Dover, County of Kent, and the name of the registered agent thereat is The Prentice-Hall Corporation System, Inc.

3. The nature of the business of the corporation and the purposes to be conducted or promoted by it are as follows:

(a) to acquire all or any part of the stock or other securities, goodwill, rights, property or assets of any kind and to undertake to assume all or any part of the obligations or liabilities of any corporation, association, partnership, syndicate, entity, or person located in or organized under the laws of any state, territory or possession of the United States of America or any foreign country, and to pay for the same in cash, stock, bonds, debentures, notes, or other securities, secured or unsecured, of this or any other corporation or otherwise, in any manner permitted by law, and to conduct in a lawful manner all or any part of any business so required.

(b) to buy, sell, exchange, swap or deal in any manner whatsoever, as principal or agent, commodities, futures contracts, options or any rights related thereto;

(c) to engage in any lawful act or activity for which corporation may be organized under the General Corporation Law of Delaware.

4. The total number of shares of all classes of stock which the corporation shall have authority to issue is 1,000 which shall be common stock and shall have a par value of \$1.00.

5. The name and mailing address of the sole incorporator is as follows:

Name	Residence
William L. Bricker, Jr.	101 Park Avenue New York, New York 10178

6. The number of directors of the corporation shall be such as from time to time may be fixed by, or in the manner provided in, the By-Laws, but in no case shall the number be less than the minimum number authorized by the laws of Delaware. Directors need not be stockholders. The election of directors need not be by ballot.

7. The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation or any amendment thereto in the manner now or hereafter prescribed by statute, and all rights conferred on the stockholders hereunder are granted subject to this reservation.

8. A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of the loyalty to the corporation or its stockholder, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, as the same exists or hereafter

may be amended, or (iv) for any transaction from which the director derived an improper personal benefit. If the Delaware General Corporation Law hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation, in addition to the limitations on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Delaware General Corporation Law. Any repeal or modification of this paragraph by the stockholders of the corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the corporation existing at the time of such repeal or modification.

IN WITNESS WHEREOF, I have hereunto set my hand
this 7th day of December, 1987.


Incorporator

FILED

JAN 18 1988

[Signature]
SECRETARY OF STATE

CERTIFICATE OF AMENDMENT OF CERTIFICATE
OF INCORPORATION BEFORE PAYMENT OF
ANY PART OF THE CAPITAL

OF

ARACRUZ CELLULOSE (U.S.A.), INC.

It is hereby certified that:

1. The name of the corporation (hereinafter called the "corporation") is ARACRUZ CELLULOSE (U.S.A.), INC.

2. The corporation has not received any payment for any of its stock.

3. The certificate of incorporation of the corporation is hereby amended by striking out Article 1 thereof and by substituting in lieu of said Article the following new Article 1:

1. "The name of the corporation is ARACRUZ CELULOSE (U.S.A.); INC.

Noel

4. The amendment of the certificate of incorporation of the corporation herein certified was duly adopted, pursuant to the provisions of Section 241 of the General Corporation Law of the State of Delaware, by the sole incorporator, no directors having been named in the certificate of incorporation and no directors having been elected.

Signed on January 11, 1988.

William L. Bricker, Jr.
William L. Bricker, Jr.
Sole Incorporator

STATE OF NEW YORK)
) SS.:
COUNTY OF NEW YORK)

BE IT REMEMBERED that, on January 11, 1988, before me, a Notary Public duly authorized by law to take acknowledgement of deeds, personally came William L. Bricker, Jr., the sole incorporator of ARACRUZ CELLULOSE (U.S.A.) INC., who duly signed the foregoing instrument before me and acknowledged that such signing is his act and deed, that such instrument as executed is the act and deed of said corporation, and that the facts stated therein are true.

GIVEN under my hand on *January 12th*, 1988.

Susan P. Boles

Notary Public

SUSAN P. BOLES
Notary Public, State of New York
No. 30-4700853
Qualified in Nassau County
Commission Expires February 28, 19*90*

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CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

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 SECRETARY OF STATE

ARACRUZ CELULOSE (U.S.A.), Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY.

FIRST: That the Board of Directors of said corporation, by the unanimous written consent of its members, filed with the minutes of the board adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of Aracruz Celulose (U.S.A.), Inc. be amended by changing the Fourth Article thereof so that, as amended, said Article shall be and read as follows:

"The total number of shares of all classes of stock which the corporation shall have authority to issue is 200,000 which shall be common stock and shall have a par value of \$1.00.

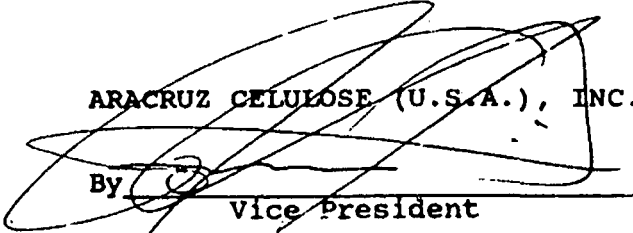
SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given unanimous

written consent to said amendment in accordance with the provisions of section 228 of The General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of The General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said ARACRUZ CELULOSE (U.S.A.), INC. has caused this certificate to be signed by Roman A. Bninski, its Vice President, attested by William L. Bricker, Jr. its Secretary, this 11th day of March, 1988.

ARACRUZ CELULOSE (U.S.A.), INC.

By  Vice President

ATTEST:

By  Secretary

State of Delaware
 Secretary of State
 Division of Corporations
 Delivered 10:23 AM 05/03/2010
 FILED 10:23 AM 05/03/2010
 SRV 100451615 - 2146054 FILE

CERTIFICATE OF AMENDMENT
 OF THE
 CERTIFICATE OF INCORPORATION
 OF
 ARACRUZ CELULOSE (U.S.A.), INC

Aracruz Celulose (U.S.A.), Inc. (hereinafter called the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

FIRST: The name of the corporation is Aracruz Celulose (U.S.A.), Inc.

SECOND: The Certificate of Incorporation of the Corporation is hereby amended by striking out Article I thereof and by substituting in lieu of said Article the following new Article:

"FIRST: The name of the corporation is Fibria Celulose USA Inc. (the "Corporation")."

THIRD: The amendment of the Certificate of Incorporation herein certified has been duly adopted in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

Executed on this 3rd day of May 2010.

By: *Carlos Augusto Lira Aguiar*
 Name: Carlos Augusto Lira Aguiar
 Title: Director and President

