

TRADUCCION

REPUBLICA DE SEYCHELLES
LEY DE COMPAÑIAS DE NEGOCIOS INTERNACIONALES 1994
(LEY 24 DE 1994)

CERTIFICADO DE VIGENCIA
PANORAMA ENTERPRISES INC.

Compañía Número 008471

Incorporada el 25 de Enero de 2002



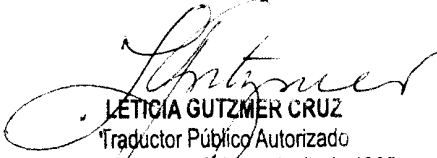
POR LA PRESENTE SE CERTIFICA:

1. Que la compañía en referencia fue debidamente incorporada bajo la Ley de Compañías de Negocios Internacionales, 1994.
2. El nombre de la Compañía continúa en el registro de Compañías de Negocios Internacionales y la compañía ha pagado todos los derechos, impuestos de licencia y multas adeudadas y pagaderas bajo las disposiciones de la Ley de Compañías de Negocios Internacionales, 1994.
3. La compañía no ha presentado al Registro pacto de fusión o consolidación que aún no hayan entrado en vigencia.
4. La compañía no ha presentado al Registro pacto de modificación que aún no hayan entrado en vigencia.
5. La compañía no se encuentra en proceso de liquidación y disolución.
6. No se ha presentado proceso alguno para eliminar el nombre de la compañía del dicho registro.
7. Tal como evidencian los documentos inscritos con el Registro, la compañía se encuentra a paz y salvo.

Dado en Victoria, Seychelles, este 31 de Enero de 2012
(Firmado) Ilegible
Randolf Samson
Autoridad de Negocios Internacionales de Seychelles
Registro de Compañías de Negocios Internacionales
/sello/



La suscrita, traductora pública autorizada, certifica que lo anterior es una traducción fiel y completa al español del documento en inglés presentado a mí. Panamá, 13 de febrero de 2012.


LETICIA GUTZMER CRUZ
Traductor Público Autorizado
Resolución No. 83-14 de Junio de 1985
Ministerio de Gobierno y Justicia



MINUTES OF A MEETING OF THE SOLE MEMBER

PANORAMA ENTERPRISES INC.
(the "Company")



Held at the Principal offices of the Company, on the 1st day of February, 2011 at 2:00 p.m.

I, the undersigned, being the Sole Member who represent the entire issued share capital of the Company, NOTING THAT it is in the best interests of the Company to remove all the Directors and Officers that the Company has appointed since its incorporation, and to appoint new Directors/Officers, **HEREBY RESOLVES THAT,**

1. To remove all the Directors and Officers that the Company has appointed since its incorporation.
2. To appoint, as it is hereby appointed, new Directors/Officers of the Company as follows:

Director/President:	LUIS A. DAVIS
Director/Secretary:	PAMELA D. HALL
Director/Treasurer:	RAFAEL E. ALAIN

Dated this 1st day of February, 2011.

Karina de Los Rios

LONELY PLANET INVESTMENT CORP.

Sole Member

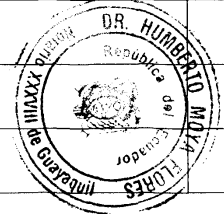
Represented by: Karina De Los Rios

**REGISTER OF DIRECTORS AND OFFICERS
PANORAMA ENTERPRISES INC.**

I.B.C. No. 008471

Date of Incorporation: 25th day of January 2002

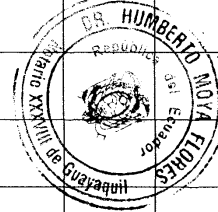
Date of Appointment	Name	Residential Address (or Registered Office Address)	Description	Date of Ceasing to Act	Remarks
January 25, 2002	Darlene Bayne	Mossfon Buiding, Second Floor, Ease 54 th Street, Panama, Republic of Panama	Director	December 18, 2002	
January 25, 2002	Vianca Scott	Mossfon Buiding, Second Floor, Ease 54 th Street, Panama, Republic of Panama	Director	December 18, 2002	
December 18, 2002	Edmundo Vejár Beltrán		Director/President	March 02, 2005	
December 18, 2002	Iris Aguirre de Vejár		Director/Secretary	March 02, 2005	
December 18, 2002	Yolanda Beltrán de Vejar		Director/Treasurer	March 02, 2005	
March 02, 2005	DIREHOLD LTD.		Director	February 1 st , 2011	
March 02, 2005	SHARETON LTD.		Director	February 1 st , 2011	
March 02, 2005	SECMARK LTD.		Secretary	February 1 st , 2011	
February 1 st , 2011	LUIS A. DAVIS	MMG Tower, 16th Floor, 53E Street, Marbella, Panama, Republic of Panama	Director/President		
February 1 st , 2011	PAMELA D. HALL	MMG Tower, 16th Floor, 53E Street, Marbella, Panama, Republic of Panama	Director/Secretary		
February 1 st , 2011	RAFAEL E. ALAIN	MMG Tower, 16th Floor, 53E Street, Marbella, Panama, Republic of Panama	Director/ Treasurer		



SHARE REGISTER
PANORAMA ENTERPRISES INC.
Seychelles International Business Company

Date of Incorporation: January 25th, 2002

MEMBERS Name, ID & Address	SHARE CERTIFICATES					TRANSFERS			Name of Transferee
	Certificate No.	No. of Shares	Amount Paid	Date of Issue	Remarks	Date of Transfer	New Certificate		
Bearer	1	1		January 25, 2002	Cancelled on 19-12- 2002				
Bearer	2	1		January 25, 2002	Cancelled on 19-12- 2002				
Bearer	3	1		January 25, 2002	Cancelled on 19-12- 2002				
Bearer	4	1		January 25, 2002	Cancelled on 19-12- 2002				
Edmundo Véjar Beltrán	5	4		December 19, 2002		December 31 st , 2008	5	4	LONELY PLANET INVESTMENT CORP. Withfield Tower, 3rd Floor, 4792 Coney Drive, Belize City, Belize, C.A, 1777 BZ



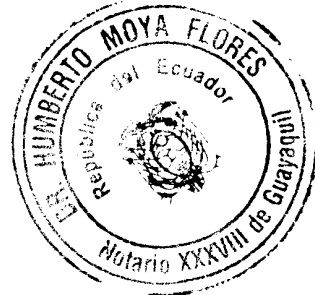


Republic of Seychelles
INTERNATIONAL BUSINESS COMPANIES ACT, 1994
(Act 24 of 1994)

Certificate of Good Standing
PANORAMA ENTERPRISES INC.

Company Number 008471

Incorporated on : 25th January 2002



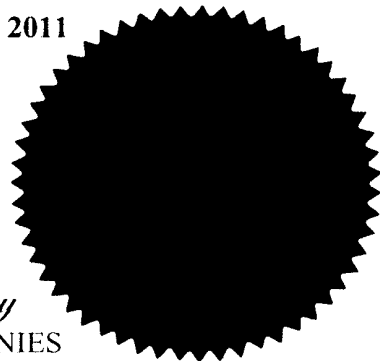
This is to certify that:

- 1 The above company has been duly incorporated under the International Business Companies Act, 1994.
- 2 The name of the company is still on the Register of the International Business Companies and the Company has paid all fees, license fees and penalties due and payable under the provisions of the International Business Companies Act, 1994.
- 3 The Company has not submitted, to the Registrar, Articles of Merger or Consolidation that have not yet become effective.
- 4 The Company has not submitted, to the Registrar, Articles of Arrangement that have not yet become effective.
- 5 The Company is not in the process of being wound-up or dissolved.
- 6 No proceedings have been instituted to strike the name of the company off the said Register.
- 7 In so far as is evidenced by the documents filed with the Registrar, the Company is in good legal standing.

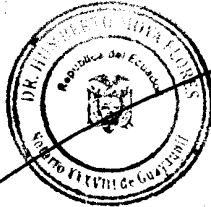
Given at Victoria, Seychelles on this 2nd day of March 2011

Zenabe Daman

Seychelles International Business Authority
REGISTRAR OF INTERNATIONAL BUSINESS COMPANIES



De conformidad con el numeral 5 del Artículo 18 de la Ley
Notarial reformada por el Decreto Supremo Número 2386 de
Marzo 31 de 1978, publicada en el Registro Oficial No. 564
del 12 de Abril de 1978, DOY FE Que la copia precedente
que consta de 13 folios es igual al documento
que se me exhibió. - Guayaquil



05 FEB 2014

DR. Humberto Moya Flores
Notario XXVIII de Guayaquil

APOSTILLE

(Convention de la Haye du 5 Octobre 1961)

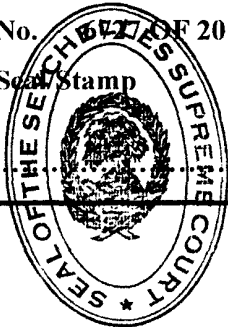
1. Country: REPUBLIC OF SEYCHELLES

This public document

2. has been signed by ZENABE DAMAN
3. acting in the capacity of REGISTRAR
4. bears the seal/stamp of SEYCHELLES INTERNATIONAL BUSINESS
AUTHORITY, REGISTRAR OF INT. BUSINESS COMPANIES

Certified

5. at VICTORIA 6. 04TH MARCH 2011
7. by J LEPATHY, DEPUTY REGISTRAR, SUPREME COURT
8. No. 677 OF 2011
9. Seal/Stamp 10. Signature





Republic of Seychelles
INTERNATIONAL BUSINESS COMPANIES ACT, 1994
(Act 24 of 1994)

Certificate of Good Standing
PANORAMA ENTERPRISES INC.



Company Number 008471

Incorporated on : 25th January 2002

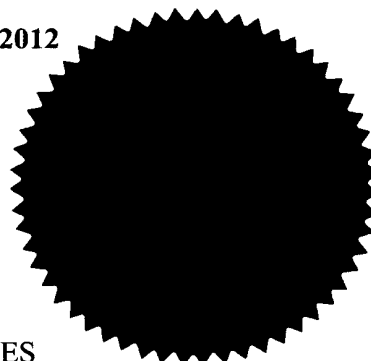
This is to certify that:

- 1 The above company has been duly incorporated under the International Business Companies Act, 1994.
- 2 The name of the company is still on the Register of the International Business Companies and the Company has paid all fees, license fees and penalties due and payable under the provisions of the International Business Companies Act, 1994.
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- 4 The Company has not submitted, to the Registrar, Articles of Arrangement that have not yet become effective.
- 5 The Company is not in the process of being wound-up or dissolved.
- 6 No proceedings have been instituted to strike the name of the company off the said Register.
- 7 In so far as is evidenced by the documents filed with the Registrar, the Company is in good legal standing.

Given at Victoria, Seychelles on this 31st day of January 2012

Randolf Samson

Seychelles International Business Authority
REGISTRAR OF INTERNATIONAL BUSINESS COMPANIES



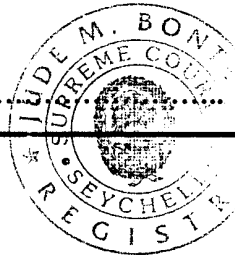
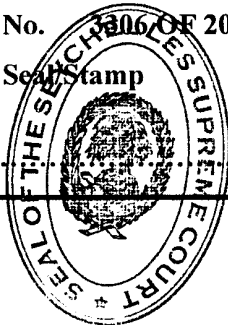
APOSTILLE

(Convention de la Haye du 5 Octobre 1961)

1. Country: REPUBLIC OF SEYCHELLES
This public document
2. has been signed by RANDOLF SAMSON
3. acting in the capacity of REGISTRAR
4. bears the seal/stamp of SEYCHELLES INTERNATIONAL BUSINESS
AUTHORITY, REGISTRAR OF INT. BUSINESS COMPANIES

Certified

5. at VICTORIA 6. 02ND FEBRUARY 2012
7. by J BONTE, REGISTRAR, SUPREME COURT
8. No. 306 OF 2012
9. Seal/stamp 10. Signature



CERTIFICACIÓN DE LA JUNTA DIRECTIVA



Nosotros, Luis A. Davis, Pamela D. Hall y Rafael E. Alain, siendo los Directores de la Compañía **PANORAMA ENTERPRISES INC.**, una sociedad de Seychelles debidamente incorporada bajo el Decreto de Compañías de Negocios Internacionales de 1994 y Registrada bajo el Número Oficial **008471** desde el **25 de enero de 2002**, por este medio certificamos que:

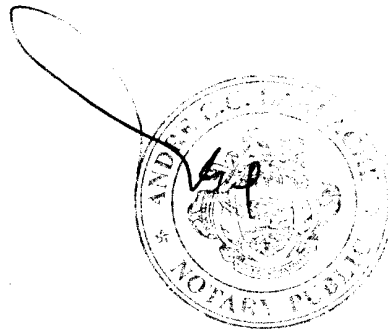
- Se emitió un Poder General a favor del **Sr. Luis A. Davis A.**, el **2 de febrero de 2011**, para que actúe en representación de la Compañía. Dicho Poder se encuentra vigente ya que no ha sido revocado.

Emitido y firmado el **30 de enero de 2012**.

LUIS A. DAVIS
Director/Presidente

PAMELA D. HALL
Director/Secretario

RAFAEL E. ALAIN
Director/Tesorero



APOSTILLE

(Convention de la Haye du 5 Octobre 1961)

1. Country: REPUBLIC OF SEYCHELLES

This public document

2. has been signed by ANDRE C.C. LABLACHE

3. acting in the capacity of NOTARY PUBLIC

4. bears the seal/stamp of ANDRE C.C. LABLACHE
NOTARY PUBLIC

Certified

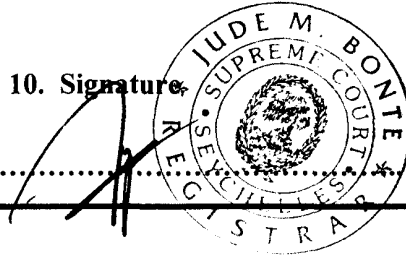
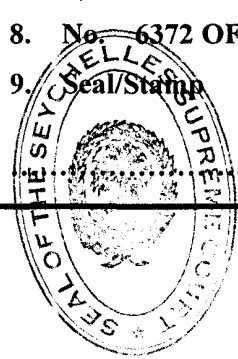
5. at VICTORIA 6. 29TH FEBRUARY 2012

7. by J BONTE, REGISTRAR, SUPREME COURT

8. No. 6372 OF 2012

9. Seal/Stamp

10. Signature



El Apoderado aquí nombrado podrá ejercer este Poder en representación de la Compañía en cualquier parte del mundo, incluyendo cualquier país, estado, colonia, provincia, municipio o subdivisión política de cualquier país.

Otorgado, firmado y sellado el 2 de febrero de 2011.

Pamela D. Hall

PAMELA D. HALL
Directora/Secretaria



Karen Domingue



APOSTILLE

(Convention de la Haye du 5 Octobre 1961)

1. Country: REPUBLIC OF SEYCHELLES

This public document

2. has been signed by K DOMINGUE

3. acting in the capacity of NOTARY

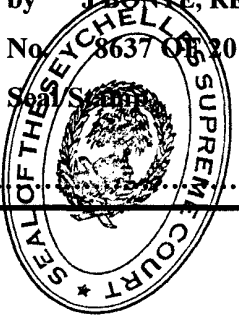
**4. bears the seal/stamp of KAREN DOMINGUE
NOTARY, SEYCHELLES**

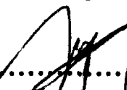
Certified

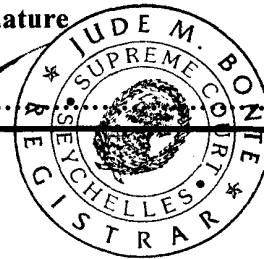
5. at VICTORIA 6. 23RD MRCH 2011

7. by J. BONTE, REGISTRAR, SUPREME COURT

8. No. 8637 OF 2011

9.  10. Signature





REGISTERED AGENT'S CERTIFICATE

We **Jordans (Seychelles) Limited** of Suite 3, 1st Floor, La Ciotat Building, Mont Fleuri, PO Box 438, Mahé, Seychelles as Registered Agent of **PANORAMA ENTERPRISES INC.**, an International Business Company existing and operating under the laws of Seychelles (the "**Company**"), **certify:**

1. **That** Jordans (Seychelles) Limited is the Registered Agent of and provides the Registered Office for the Company.
2. **That** according to the records available at the Registered Office of the Company, the Company was duly incorporated under the provisions of the International Business Companies Act, 1994 on the 25th day January of 2002 as IBC No. 008471 of the Register of International Business Companies.
3. **That** the authorised share capital of the Company is divided into 5,000 shares of US\$1.00 par value each.
4. **That**, according to the records available at the Registered Office of the Company,
- 4.1 the Directors of the Company are:


Name	Date of appointment
Luis A. Davis	1 st day of February 2011
Pamela D. Hall	1 st day of February 2011
Rafael E. Alain	1 st day of February 2011

5. the Shareholders of the company are:

Name	Number of Shares Held
LONELY PLANET INVESTMENT 4 CORP.	4

6. **That** as far as we are aware no liquidation, dissolution or insolvency proceedings have been commenced against the Company and that no receiver has been appointed over the Company or any of its assets.
7. **That** as far as we are aware no action has been taken or has been threatened against the Company or any of its assets.
8. That so far as is evidenced by the documents on record with us, the Company is in good legal standing.

Dated: 1st day of February 2012


Karishma Lablache-Nekitsing
Director (Client Services)
Jordans (Seychelles) Limited
Registered Agent

WITNESSED BY :

[S.CER02](11)

APOSTILLE

(Convention de la Haye du 5 Octobre 1961)

1. Country: REPUBLIC OF SEYCHELLES

This public document

2. has been signed by ANDRE C.C LABLACHE

3. acting in the capacity of NOTARY

bears the seal/stamp of ANDRE C.C. LABLACHE

NOTARY PUBLIC

Certified

4. at VICTORIA 6. 02ND FEBRUARY 2012

7. by J BONTE, REGISTRAR, SUPREME COURT

8. No. 3305 OF 2012

9. Seal/Stamp

10. Signature

