

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

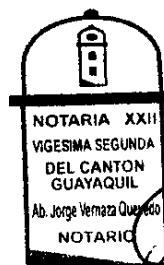
Dated this 1st day of February, 2011.

Karina De Los Rios

LONELY PLANET INVESTMENT CORP.

Sole Member

Represented by: Karina De Los Rios



DOY FE: que es como el original
que me presentan y que devolví
al interesado.
Guquil,

30 ENE 2011
[Signature]
Ab Jorge Vernaza Quevedo
Notario Vigésimo Segundo
Del Cantón Guayaquil

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 Vej�r Beltr�n		Director/President	March 02, 2005	
December 18, 2002	Iris Aguirre de Vej�r		Director/Secretary	March 02, 2005	
December 18, 2002	Yolanda Beltr�n 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		

NOTARIA - 3511
VIGESIMA SEGUNDA
DEL CANTON
GUAYACIL
Al p rte de
NOTARIO
BOYER que es copia original
de la presentaci n y que devolvi
interesado.
Ab. Jorge Verraza Quevedo
Notario Vigesimo Segundo
Del Canton Guayaquil

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		
							Certificate No.	No. of Shares	
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 Velazquez	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

NOTARIA XXII
 WESIMA SEGUNDA
 DEL CANTON
 GUAYASQUIL
 NOTARIO
 Ap. Jorge Vertiz
 Notario Wessima Segundo
 Del Canton Guayaquil
 30 ENERO 2013
 DOY FE: que es como el original
 que me presentan y que devolvi
 al interesado.



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

Certificate of Good Standing
PANORAMA ENTERPRISES INC.

Company Number 008471

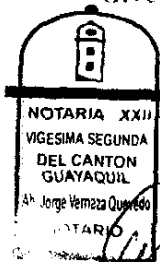
Incorporated on : 25th January 2002

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.

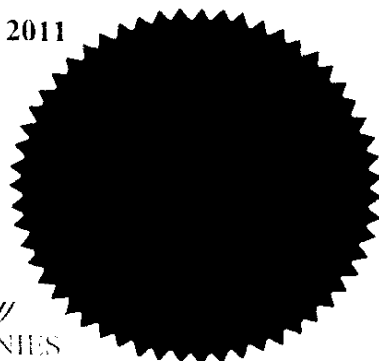
Given at Victoria, Seychelles on this 2nd day of March 2011

DOY FE: que es como original
que me presentan y que devolvi
al interesado.
Gquil,



Ab. Jorge Vernaza Oneyedo
Notario Vigésimo Segundo
Del Canton Guayaquil

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 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

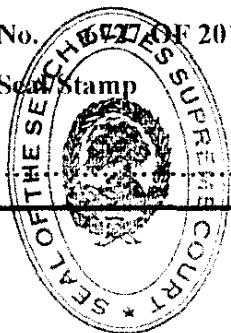
5. at VICTORIA 6. 04TH MARCH 2011

7. by J LEPATHY, DEPUTY REGISTRAR, SUPREME COURT

8. No. 627 OF 2011

9. Seal Stamp

10. Signature



A handwritten signature in cursive script, appearing to read "J. LePathy", is written over the signature line.

TRADUCCION

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

CERTIFICADO DE VIGENCIA

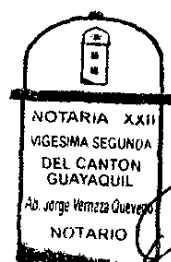
PANORAMA ENTERPRISES INC.

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.



DOY FE: que es como el original
que me presentan y que devolví
al interesado.

Guail,

30 ENE 2013

[Signature]
Ab. Jorge Vernaza Quevedo
Notario Vigésimo Segundo
Del Cantón Guayaquil

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.

LÉTICIA GUTZMER GONZ.
Traductor Público Autorizada
Resolución No. 83-14 de Junio de 1961
Ministerio de Gobierno y Justicia



DOY FE: que es como el original
que me presentan y que devolvi
al interesado.

Guail,

30 ENE 2013

Ab. Jorge Vernaza Quevedo
Notario Vigésimo Segundo
Del Cantón Guayaquil

TRADUCCION

APOSTILLE

(Acuerdo de La Haya del 5 de octubre de 1961)

1. País: República de Seychelles

Este documento público:

2. ha sido firmado por Randolph Samson

3. actuando en calidad de Registrador

4. lleva el sello/timbre de la autoridad de Negocios Internacionales de Seychelles,
Registro de Empresas Comerciales Internacionales

CERTIFICADO

5. en Victoria

6. el día dos de febrero de 2012.

7. por el Sub-Registrador de la Corte Suprema J BONTE.

8. No. 3306 de 2012

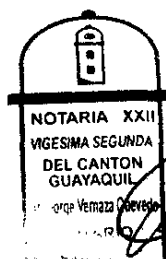
9. Sello/Timbre

10. Firma:

(fdo. ilegible)

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

LETICIA GUTZMER CRUZ
Traductora Pública Autorizada
Resolución No. 83-14 de Junio de 1988
Ministerio de Gobierno y Justicia



DOY FE: que es como el original
que me presentan y que devolvi
al interesado.
Guquil,

30 ENE 2013

Ab. Jorge Vernaza Quevedo
Notario Vigésimo Segundo
Del Cantón Guayaquil

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. 6373 OF 2012

9. Seal/Stamp

10. Signature

.....