



Department of State

APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. Country: United States of America

This public document

2. has been signed by Ramiro Angulo

3. acting in the capacity of Notary Public of Florida

4. bears the seal/stamp of Notary Public, State of Florida

Certified

5. at Tallahassee, Florida

6. the Fourteenth day of April, A.D., 2009

7. by Secretary of State, State of Florida

8. No. 2009-33396

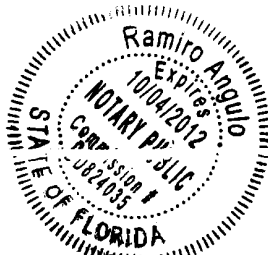
9. Seal/Stamp:



10. Signature:

Secretary of State

DSDE 99 (3/03)

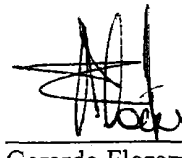


This certificate is attached to a 8 page document containing the following documents pertaining to Todo1 Services, Inc.:
(i) Certificate of Good Standing and the translation into Spanish language; (ii) Unanimous Written Consent of the Board of Directors appointing legal representative and the translation into Spanish language; and (iii) Certificate of residence for taxation purposes and the translation into Spanish language, notarized with apostille.

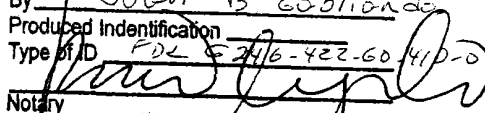
CERTIFICATE OF ACCURACY

STATE OF FLORIDA)
 : SS.
COUNTY OF MIAMI-DADE)

Before me, a Notary Public in and for the State of Florida at large, personally appears Gerardo Florez, who, after being duly sworn, deposes and says that he is fully versed in the Spanish and English languages, and that he has personally prepared the foregoing translation from Spanish into English and certifies, to the best of his knowledge and belief, the same is an accurate translation of the following documents of Todo1 Services, Inc.: (i) Certificate of Good Standing and the translation into Spanish language; (ii) Unanimous Written Consent of the Board of Directors appointing legal representative and the translation into Spanish language; and (iii) Certificate of residence for taxation purposes and the translation into Spanish language. All these documents are attached hereto.


Gerardo Florez

Sworn to and subscribed before me, this 13th of April, 2009.

State of Florida
County of Miami-Dade
Sworn to and subscribed before me
this 13 day of April 2009
By Juan B. Gabilondo
Produced Identification
Type of ID FDL 246-422-60-410-0
Notary 

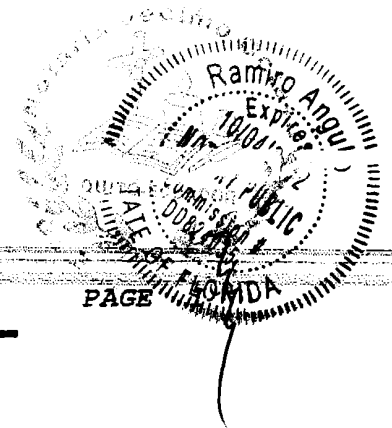
Notary Public
State of Florida at Large

My Commission Expires:



Delaware

The First State

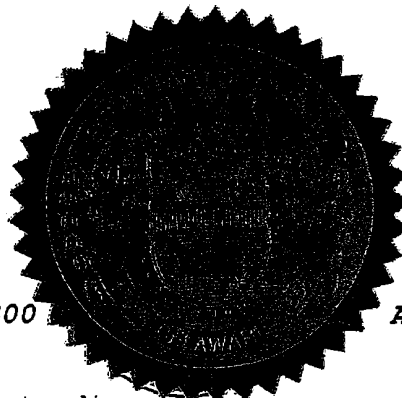


I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TODO1 SERVICES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF MARCH, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TODO1 SERVICES, INC." WAS INCORPORATED ON THE TWENTIETH DAY OF JUNE, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3247774 8300

AUTHENTICATION: 6462360

080335162

DATE: 03-19-08



Delaware
El Primer Estado

Yo, Harriet Smith Windsor, Secretaria de Estado del Estado de Delaware, por este documento certificado que "Todo1 Services, Inc." esta debidamente incorporada bajo las leyes del Estado de Delaware y esta en buen orden y tiene una existencia legal corporativa como muestran los registros de esta oficina hasta ahora a la fecha del el 19 de marzo, 2008.

Y yo además certifico que los impuestos de Franquicia han sido pagados hasta la fecha.

Y certifico además que la dicha Todo1 Services, Inc., fue incorporada el día veinte de junio de 2000.

Y yo además certifico que los reportes anuales han sido registrados a la fecha.

Sello

3247774 8300

080335162

Harriet Smith Windsor, Secretaria de Estado

Autenticación: 6462360

Fecha: 03-19-2008

***Usted puede verificar este certificado en línea
en corp.delaware.gov/authver.shtml***

UNANIMOUS WRITTEN CONSENT OF
THE BOARD OF DIRECTORS OF

TOD01 SERVICES, INC.



The undersigned, being all of the members of the Board of Directors (the "Board" or the "Board of Directors") of **TOD01 SERVICES, INC.**, a Delaware corporation (the "Company"), hereby adopt the following resolutions.

WHEREAS, the Board of Directors of the Company, pursuant to the provisions of law do hereby consent that the resolutions set forth below shall be deemed to have been adopted to the same extent and to have the same force and effect as if adopted at a formal meeting of the Board of Directors of the Company, duly called and held for the purpose of acting upon proposals to adopt such resolutions.

WHEREAS, the undersigned do hereby waive all formal requirements, including the necessity of holding a formal meeting, and any requirement that notice of such meeting be given.

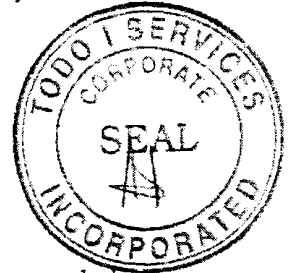
WHEREAS, the Board has accepted the resignation of Mr. Julian Saldarriaga as CEO of the Company, effective as of January 31, 2009 (the "Effective Date"),

NOW, THEREFORE, it is hereby:

RESOLVED, that the following person will be, and hereby is, elected to the office set forth opposite to his name below, to serve until a respective successor has been duly elected and qualified:

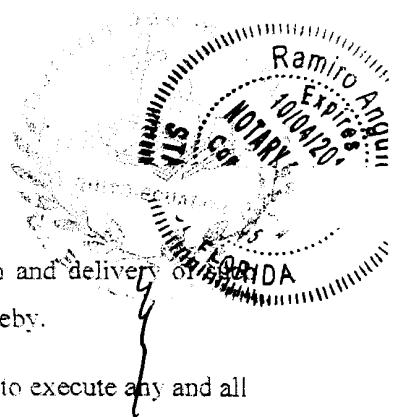
Name
Felipe Uribe

Office
CEO and President



FURTHER RESOLVED, that to implement the provisions of the foregoing resolutions, the Secretary of the Board of Directors and the Officers of the Company are hereby authorized, empowered and directed, in the name of and on behalf of the Company, to take such additional actions and to execute and deliver such additional agreements, documents and instruments as any of them may deem necessary or appropriate to implement the provisions of the foregoing

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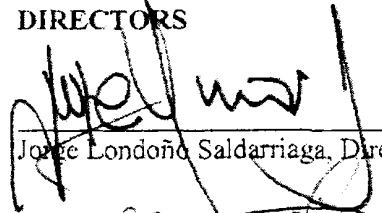


resolutions, the authority for the taking of such action and the execution and delivery of all agreements, documents, and instruments to be conclusively evidenced thereby.

FURTHER RESOLVED, that the elected officer shall be entitled to execute any and all documents on behalf of the Company relating to any agreement or business transactions intended to bind the Company, within the terms of the Company's Bylaws.

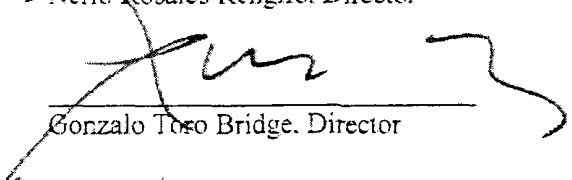
IN WITNESS WHEREOF, the undersigned Directors have executed the foregoing unanimous written consent to be effective as of January 31, 2009.

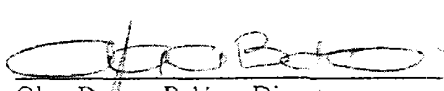
DIRECTORS

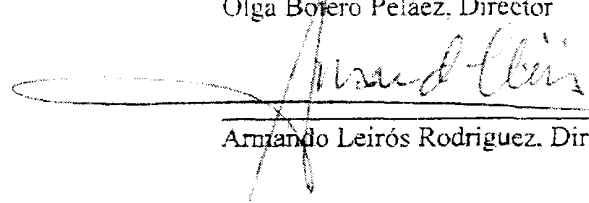

Jorge Londoño Saldarriaga, Director

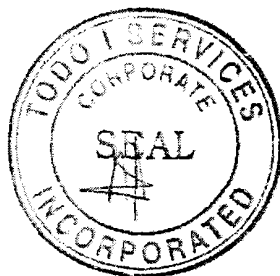

Alejandro Gonzalez Sosa, Director


Nerio Rosales Rengifo, Director


Gonzalo Toro Bridge, Director

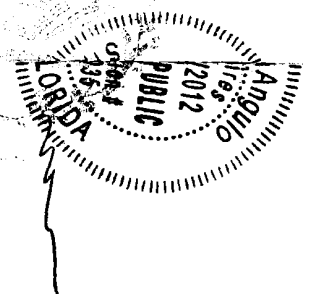

Olga Botero Peláez, Director


Armando Leirós Rodríguez, Director



A

CONSENTIMIENTO ESCRITO Y UNANIME
DE LA JUNTA DIRECTIVA DE
TODO1 SERVICES, INC.



Los suscritos, siendo todos miembros de la Junta Directiva (la "Junta" o "Junta Directiva") de TODO1 SERVICES, INC., corporación organizada bajo la ley del estado de Delaware (la "Compañía"), adoptan las siguientes decisiones:

DADO QUE, la Junta de la Compañía, siguiendo las disposiciones legales, consiente mediante el presente documento que las decisiones establecidas más adelante se entienden adoptadas y tendrán los mismos efectos legales que si fueran adoptadas en una sesión formal de la Junta Directiva de la Compañía, debidamente convocada y efectuada con el fin de tomar las medidas del caso para adoptar estas decisiones.

DADO QUE, los suscritos renuncian a todas las formalidades requeridas, incluyendo la necesidad de celebrar una sesión formal y cualquier otro requerimiento de haberse celebrado esa sesión.

DADO QUE, la Junta ha aceptado la renuncia del señor Julián Saldarriaga como CEO de la compañía, efectiva a 31 de enero del 2009 (la "Fecha Efectiva"),

EN CONSECUENCIA, se resuelve lo siguiente:

RESUELTO, que la siguiente persona es nombrada por medio del presente documento, para el cargo mencionado al frente de su nombre, para ejercer hasta que una persona sea debidamente nombrada para sucederlo:

NOMBRE

CARGO

Felipe Uribe

CEO y Presidente

RESUELTO ADEMÁS, que para implementar las resoluciones y decisiones tomadas, el Secretario de la Junta Directiva y los Ejecutivos de la Compañía están autorizados, apoderado y facultado, en nombre y representación de la Compañía, para tomar toda acción adicional y ejecutar todo acuerdo, documento o acto que se pueda considerar necesario o apropiado para implementar las resoluciones y decisiones tomadas, con autoridad para tomar tal acción y ejecución de tales acuerdos, documentos o actos que sean evidenciados de modo concluyente.

RESUELTO ADEMÁS, que el Ejecutivo nombrado queda autorizado para ejecutar cualquier documento en nombre y representación de la Compañía relacionado con cualquier contrato o acto jurídico que pretenda comprometer a la Compañía, dentro de los términos de los estatutos de la Compañía.

EN TESTIMONIO DE LO MENCIONADO, los suscritos directores han
ejecutado el consentimiento escrito y unánime efectivo a 31 de enero del 2009.



DIRECTORES

Jorge Londoño Saldarriaga, Director

Alejandro Gonzalez Sosa, Director

Nerio Rosales Rengifo, Director

Gonzalo Toro Bridge, Director

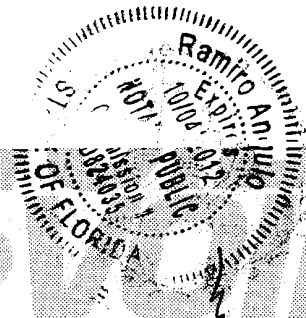
Olga Botero Peláez, Director

Armando Leirós Rodriguez, Director



CERTIFICATION
PROGRAM

DEPARTMENT OF THE TREASURY
INTERNAL REVENUE SERVICE
PHILADELPHIA, PA 19255



Date: November 6, 2007

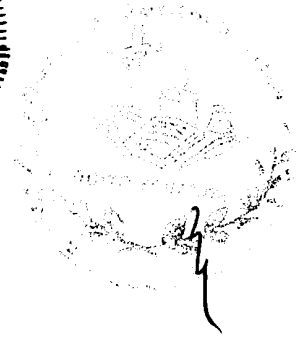
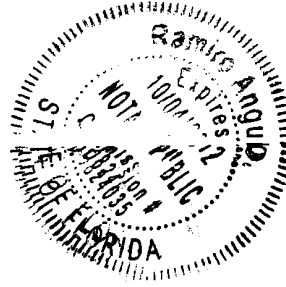
Taxpayer: TODO 1 SERVICES INC

TIN: 52-2249861

Tax Year: 2006

I certify that the above-named corporation is a U.S. corporation, and a resident of the United States of America for purposes of U.S. taxation.

Andrew E. Zuckerman
Field Director, Philadelphia Accounts Management Center



**Departamento del Tesoro
Servicio de Rentas Internas
Philadelphia, PA 19255**

Fecha: Noviembre 6, 2007

Contribuyente: TODO1 SERVICES INC
TIN: 52-2249861
Año Fiscal: 2006

Certifico que la corporación mencionada es una corporación de nacionalidad Americana, residente de los Estados Unidos de América para propósitos tributarios Americanos.

Andrew Zuckerman
Director de Área, Centro de Administración de Cuentas de Philadelphia

Departamento del Tesoro-Servicio de Rentas Internas

