

# Delaware

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*The First State*

I, JEFFREY W. BULLOCK, 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 TWENTY-EIGHTH DAY OF JANUARY, A.D. 2011.

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 FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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

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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8527084

DATE: 01-28-11

**UNANIMOUS WRITTEN CONSENT OF  
THE BOARD OF DIRECTORS OF**

**TODO1 SERVICES, INC.**

The undersigned, being all of the members of the Board of Directors (the "Board" or the "Board of Directors") of **TODO1 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.

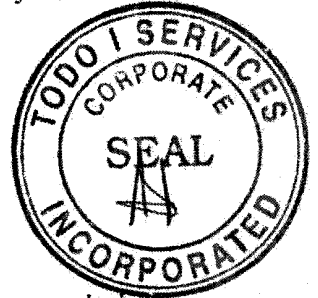
**WHEREAS**, the Board has accepted the resignation of Mr. Julian Saldarriaga as CEO of the Company, effective as of January 31, 2009 (the "Effective Date"),

**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**



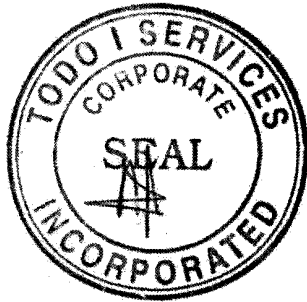
**FURTHER RESOLVED**, that to implement the provisions of the foregoing resolutions, the Secretary of the Board of Directors and the Officers of the Company are hereby authorized, empowered and directed, in the name of and on behalf of the Company, to take such additional actions and to execute and deliver 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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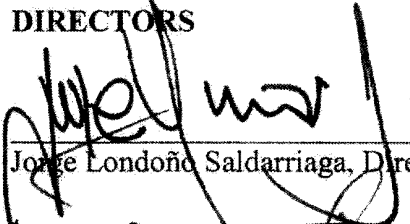
resolutions, the authority for the taking of such action and the execution and delivery of such agreements, documents, and instruments to be conclusively evidenced thereby.

**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.

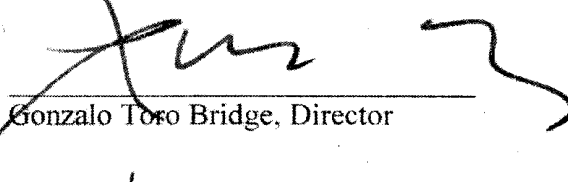


**DIRECTORS**

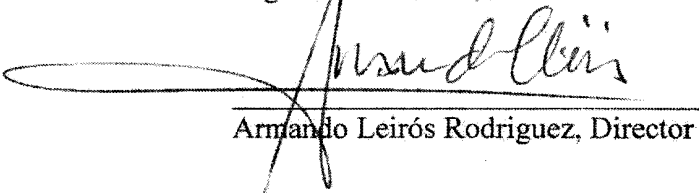
  
Jorge Londoño Saldarriaga, Director

  
Alejandro Gonzalez Sosa, Director

  
Nerio Rosales Rengifo, Director

  
Gonzalo Toro Bridge, Director

  
Olga Botero Peláez, Director

  
Armando Leirós Rodríguez, Director