

Apostille

(Convention de La Haye du 5 Octobre 1961)

1. Country: *United States of America*

This public document:

2. *has been signed by Jeffrey W. Bullock*

3. *acting in the capacity of Secretary of State of Delaware*

4. *bears the seal/stamp of Office of Secretary of State*

Certified

5. *at Dover, Delaware*

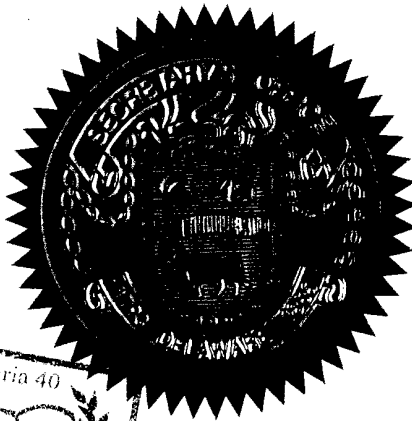
6. *the fifteenth day of October, A.D. 2009*


7. *by Secretary of State, Delaware Department of State*

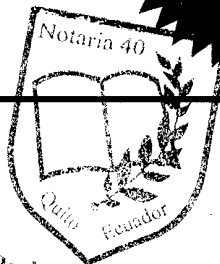
8. *No. 0398102*

9. Seal/Stamp:

10. Signature:




Secretary of State



Dr. Paola Andrade Torres

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "SOUTHERN PACIFIC DEVELOPERS LLC", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF OCTOBER, A.D. 2009, AT 12:30 O'CLOCK P.M.



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Jeffrey W. Bullock
Jeffrey W. Bullock, Secretary of State

AUTHENTICATION: 7586920

DATE: 10-15-09

You may verify this certificate online
at corp.delaware.gov/authver.shtml

CERTIFICATE OF FORMATION

OF

SOUTHERN PACIFIC DEVELOPERS LLC

ARTICLE 1. NAME

The name of the Limited Liability Company is SOUTHERN PACIFIC DEVELOPERS LLC ("the Company").

ARTICLE 2. DURATION

The Company shall exist perpetually unless sooner terminated as provided in the Operating Agreement. Existence shall commence upon the filing of this Certificate with Secretary of State of the State of Delaware.

ARTICLE 3. AGENT AND ADDRESS

The name of the registered agent is ICC Management Services, Ltd. The location of the registered agent is at 3411 Silverside Road # 104, Wilmington, DE 19810, New Castle County.

ARTICLE 4. PURPOSE

This Company is organized for the purpose of transacting any and all lawful business transactions authorized to Limited Liability Companies organized in Delaware.

ARTICLE 5. ADMISSION OF ADDITIONAL MEMBERS

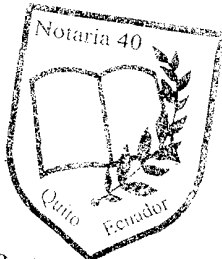
Additional members may be admitted only with the unanimous written consent of the existing members of the Company.

ARTICLE 6. TRANSFER OF INTERESTS

No member may transfer or assign any portion of its interest in the Limited Liability Company except upon unanimous consent of all the existing members.

ARTICLE 7. MEMBERS & MANAGEMENT

The Company may appoint managers or directors, who may also be members, to manage the affairs of the Company.



Dr. Paola Andrade Torres

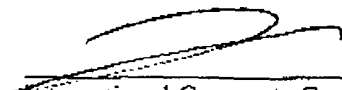
ARTICLE 8. CAPITALIZATION

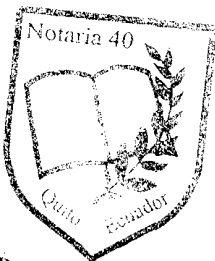
The initial capitalization of the Company shall be one thousand US dollars (\$1,000) contributed in equal proportion by the members.

ARTICLE 9. INDEMNIFICATION

To the fullest extent permitted by law, all members, directors, or other persons authorized to act on behalf of the Company shall be indemnified and held harmless from and against any and all claims and demands whatsoever, pursuant to Title 6 of the Delaware Code, Section 18-108.

IN WITNESS WHEREOF, the undersigned corporation for the members has executed this Certificate of Formation this 15th day of October, 2009.


International Corporate Consultants, Inc.
By: David Luntz, CEO



Dr. Paola Andrade Torres

RAZON: De conformidad con el numeral cinco del Artículo dieciocho de la Ley Notarial doy fe que las COPIAS FOTOSTATICAS que anteceden, SELLADAS Y FIRMADAS por mí, es reproducción exacta del ORIGINAL que he tenido a la vista.

Quito.

03 OCT. 2013

DR. PAOLA ANDRADE TORRES
NOTARIA CUARENTESIMA (40)