

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

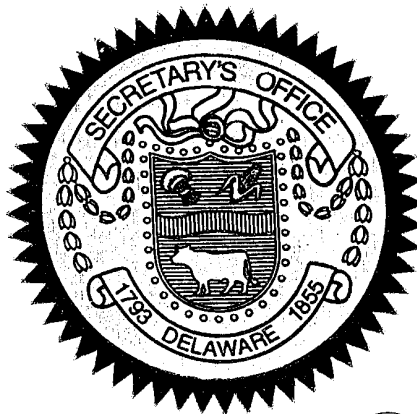
5. at Dover, Delaware

6. the first day of June, A.D. 2009

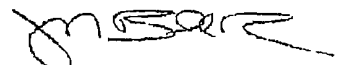
7. by Secretary of State, Delaware Department of State

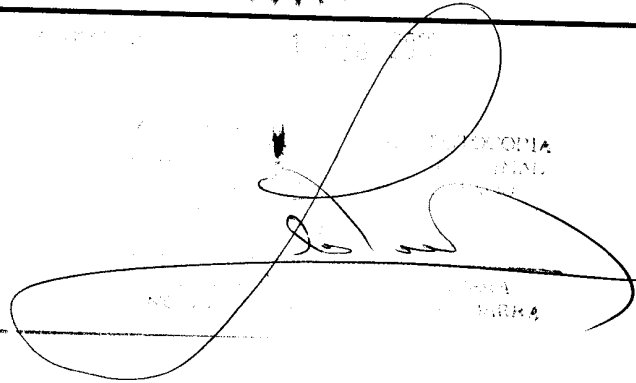
8. No. 0386915

9. Seal/Stamp:



10. Signature:


Secretary of State



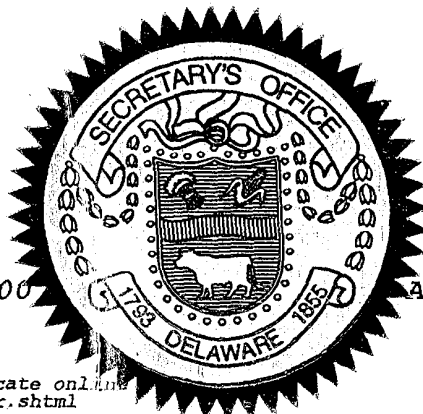


Delaware

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 LAND DEVELOPMENT LLC", FILED IN THIS OFFICE ON THE FIRST DAY OF JUNE, A.D. 2009, AT 12:43 O'CLOCK P.M.



4693542 8100

090570833

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

Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7333632

DATE: 06-01-09

STATE of DELAWARE
LIMITED LIABILITY COMPANY
CERTIFICATE of FORMATION

I The name of the limited liability company is **SOUTIERN LAND DEVELOPMENT LLC.**

II The address of its registered agent in the State of Delaware is

2701 Centerville Rd.
New Castle County
Wilmington, Delaware 19808

The name of the Registered Agent at such address is **Apex Resident Agent Services LLC.**

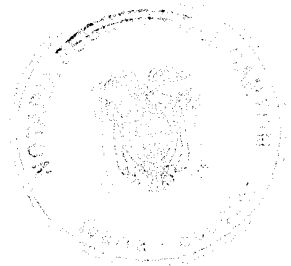
The registered agent has no authority to act for this company other than as registered agent as defined by the State Act. No business of the company shall be conducted at the registered office.

III The period of the duration of the limited liability company is Perpetual.

IV The company will have unlimited power to engage in and do any lawful business concerning any or all lawful activity for which LLCs may be organized according to the laws of the State of Delaware, including all powers and purposes now and hereafter permitted by law to an LLC.

V The company shall be allowed to operate in any place or country of the world in accordance with the federal laws of the United States.

VI The members of this limited liability company have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or on the occurrence of any other event which terminates the continued membership of a member in the limited liability company. Continuation may only occur pursuant to the terms of the Operating Agreement.



VII The members of the limited liability company shall have the right to admit other members to the limited liability company. Admissions may only occur pursuant to the terms of the Operating Agreement.

VIII The Company will indemnify an individual made party to a proceeding because he is or was a manager, officer, or organizer, employee or agent of the Company against liability incurred in the proceeding if:

1. He conducted himself in good faith;
2. He reasonably believed that his conduct was in or at least not opposed to the Company's interest; and
3. In the case of any criminal proceeding, he had no reasonable cause to believe his conduct was unlawful.

The indemnification and advance of expenses authorized in these articles will not be exclusive to any other rights to which any manager, officer, organizer, employee or agent may be entitled under any bylaw, agreement, or vote of members, disinterested managers or otherwise.

In addition to the foregoing, the Company will indemnify and save the organizers harmless for all acts taken by them as organizers of the Company, and will pay all costs and expenses incurred by or imposed on them as a result of the same, including compensation based on the usual charges for expenditures required of them in pursuit of the defense against account enforcing the indemnification right under these articles, and the Company releases them from all liability for any such act as organizers not involving willful or grossly negligent misconduct.

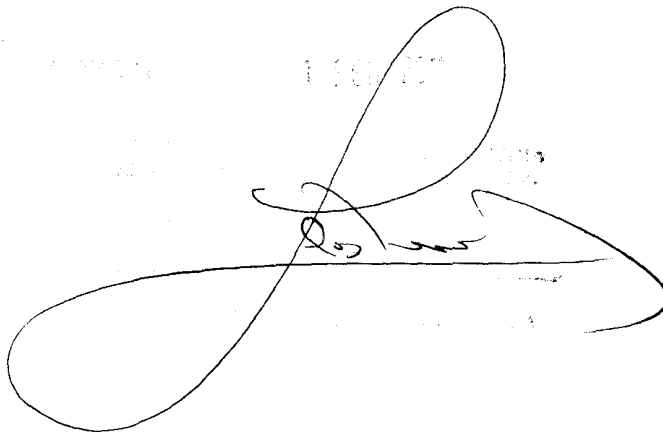
In Witness Whereof, the undersigned has executed this Certificate of Formation this 29th day of May, 2009.

By:

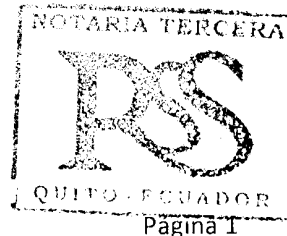


Authorized Person

Name: Alex Hlavacek



DELAWARE



EL PRIMER ESTADO

YO, JEFFREY W. BULLOCK, SECRETARIO DE ESTADO DEL ESTADO DE DELAWARE, MEDIANTE EL PRESENTE, CERTIFICO QUE EL DOCUMENTO ADJUNTO ES UNA COPIA AUTENTICA Y CORRECTA DEL CERTIFICADO DE CREACIÓN DE "SOUTHERN LAND DEVELOPMENT LLC", LA CUAL SE HA ARCHIVADO EN LOS REGISTROS DE ESTA OFICINA EL DIA PRIMERO DE JUNIO DE 2009 A LAS 12:43 PM.

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Sello /Marca (en el sello se lee: "Oficina del Secretario. 1793 – Delaware – 1855")

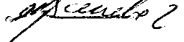
Firma: Jeffrey W. Bullock, Secretario de Estado (firma ilegible)

Autenticación: 7333632

Fecha: 01-06-09

090570833

Se puede verificar este certificado por vía electrónica en corp.delaware.gov/authver.shtml

Traducido por: 
Margarita Sánchez Ribadeneira
CC. 170693298-3

APOSTILLA

(Convención de La Haya del 5 de Octubre de 1961)

1. País: Estados Unidos de Norteamérica
Este documento público:
2. Ha sido firmado por Jeffrey W. Bullock
3. En su calidad de Secretario del Estado de Delaware
4. Lleva el sello /marca de la oficina del Secretario de Estado



CERTIFICADO

5. En Dover, Delaware
6. El primero de junio de 2009
7. Por el Secretario de Estado, Departamento de Estado de Delaware
8. No. 0386915
9. Sello /Marca (en el sello se lee: "Oficina del Secretario. 1793 - Delaware - 1855")
10. Firma: Secretario de Estado: Firma ilegible.

RECIBO DE LA OFICINA DEL SECRETARIO DE ESTADO DEL DEPARTAMENTO DE ESTADO DE DELAWARE. El presente documento es una copia de la copia que en-
tonces se le entregó al suscrito. La reproducción
del presente documento es válida ante el suscrito.

15 FEB 2011


ROBERTO SALGADO S.
Secretario del Canton Quito

