

LA SOMBRERERA DEVELOPMENT LTD

IT IS HEREBY RESOLVED by the shareholders of LA SOMBRERERA DEVELOPMENT LTD. that the corporation is authorized to open a branch in Ecuador.

IT IS FURTHER RESOLVED, that LA SOMBRERERA DEVELOPMENT LTD. ECUADOR, will maintain its domicile in Ecuador with offices located at Edificio CICA, Avenida Fray Vicente Solano, 4-101 Oficina 512, Cuenca, Azuay, Ecuador.

IT IS FURTHER RESOLVED that LA SOMBRERERA DEVELOPMENT LTD. ECUADOR shall open a bank account in Ecuador and maintain a minimum capital investment of \$2,000.00.

IT IS FURTHER RESOLVED, that LA SOMBRERERA DEVELOPMENT LTD. ECUADOR, appoints Homero Ulloa, residing at Calle sin nombre, sin numero, Sector Corazon de Jesus, Parroquia Ricaurte, Canton Cuenca, Provincia del Azuay as its legal representative with broad powers to perform all legal acts and business legal transactions to be held and effect on National Territory and especially so the corporation can answer the demands and meet their contracted obligations.

IT IS FURTHER RESOLVED, that LA SOMBRERERA DEVELOPMENT LTD. grants to Homero Ulloa, an Ecuadorian citizen, a general Power of Attorney with all necessary powers to execute and act upon contracts and authority to reply to the demands of third parties.

Dated: November , 2012

Raquel Ulloa

RAQUEL ULLOA, Secretary

STATE OF NEW YORK, COUNTY OF New York

On the day of November, in the year 2012, before me, the undersigned, personally appeared Raquel Ulloa , personally known to me, or proved to me on the basis of satisfactory evidence, who being by me duly sworn, did depose and swear that she is the Secretary of LA SOMBRERERA DEVELOPMENT LTD., the corporation described in and which executed the foregoing instrument; and acknowledged to me that she executed the same in her capacity, and that by her signature on the instrument, the individual or the person upon behalf of

State of New York
County of New York, ss.:

962354

Form 1

Y. K.

I, NORMAN GOODMAN, County Clerk and Clerk of the Supreme Court of the State of New York, in and for the County of New York, a Court of Record, having by law a seal, DO HEREBY CERTIFY pursuant to the Executive Law of the State of New York, that

Yemike Wataabe

whose name is subscribed to the annexed affidavit, deposition, certificate of acknowledgment or proof, was at the time of taking the same a NOTARY PUBLIC in and for the State of New York duly commissioned, sworn and qualified to act as such; that pursuant to law, a commission or a certificate of his official character, with his autograph signature has been filed in my office; that at the time of taking such proof, acknowledgment or oath, he was duly authorized to take the same; that I am well acquainted with the handwriting of such NOTARY PUBLIC or have compared the signature on the annexed instrument with his autograph signature deposited in my office, and I believe that such signature is genuine.

IN WITNESS WHEREOF, I have hereunto set my hand affixed my official seal this

NOV 14 2012

FEE PAID \$3.00

Norman Goodman
County Clerk and Clerk of the Supreme Court, New York County

NOTARIA NOVENA DEL CANTON CUENCA
DE ACUERDO CON LA FACULTAD PREVISTA EN EL NUMERAL 5 DEL
ART. 18 DE LA LEY NOTARIAL, DOY FE QUE LA COPIA QUE ANTECEDE
ES UNA COPIA VERDADERA DEL DOCUMENTO PRESENTADO ANTE MI EN FS.
CUENCA, DE DIC 2012



Dr. Eduardo Palacios Muñoz

LA SOMBRERERA DEVELOPMENT LTD.

SE RESUELVE por los accionistas de LA SOMBRERERA DEVELOPMENT LTD.

Que la corporación está autorizada a abrir una sucursal en Ecuador

ADEMÁS SE RESUELVE, que LA SOMBRERERA DEVELOPMENT LTD. ECUADOR, mantendrá su domicilio en el Ecuador, con oficinas ubicadas en el Edificio CICA, Avenida Fray Vicente Solano, 4-101 Oficina 512, Cuenca, Azuay, Ecuador

ADEMAS SE RESUELVE que LA SOMBRERERA DEVELOPMENT LTD. ECUADOR deberá abrir una cuenta bancaria en Ecuador y mantener una inversión mínima de \$ 2.000,00.

ADEMÁS SE RESUELVE, que LA SOMBRERERA DEVELOPMENT LTD. ECUADOR, nombra Homero Ulloa, con domicilio en Calle Sin Nombre, sin numero, Sector Corazón de Jesús, Parroquia Ricaurte, Cantón Cuenca, Provincia del Azuay, como su representante legal con amplias facultades para realizar todos los actos y negocios jurídicos legales que se celebrará y efectuara en el territorio nacional y sobre todo para que la empresa pueda responder a las demandas y cumplir con sus obligaciones contraídas

ADEMÁS SE RESUELVE, que LA SOMBRERERA DEVELOPMENT LTD. Otorga a Homero Ulloa, un ciudadano ecuatoriano, un poder general con todas las facultades necesarias para la ejecución y para actuar sobre los contratos y con autoridad para responder a las demandas de terceros.

Fecha: Octubre ,2012

Raquel Ulloa, Secretaria

Estado de New York, Condado de New York

En el día de octubre, en el año 2012, ante mí, el abajo firmante, compareció personalmente Raquel Ulloa, conocido personalmente por mí, o me comprobó, sobre la base de pruebas satisfactorias, quien habiendo sido debidamente juramentado, declaro y digo que ella es la secretaria de LA SOMBRERERA DEVELOPMENT LTD, la empresa descrita que ejecutó el instrumento anterior, y reconoció que ella firmó el documento en su capacidad, y por su firma en el instrumento, los individuos, o la persona en nombre de la cual la persona actuó, formalizó el documento.

Notario Público

Secretario del Condado

Mario Bermúdez

Notario Público, estado de New York

No.01BE6195793

Calificado en el condado de New York

Comisión expira Nov.03, 2012

