

Machala, December 1, 2011

Mister.

Jang Fabricio Acosta Zambrano
Machala – Ecuador.-

In my considerations:

May I join you to the Extraordinary General Meeting and Expo partners GRUPO ACOSTA ECUADOR LIMITED, held on this date, was pleased to selecting and appointing to fill the office of President, for a period of 5 years, until it is legally replaced.

In his capacity as Chairman of the company GRUPO ACOSTA ECUADOR LIMITED, you have legal representation, judicial and extrajudicial.

The public deed of incorporation of the Company GRUPO ACOSTA ECUADOR LIMITED was granted on September 6, 2011, approved by Mr. Jeffrey W. Bullock Secretary of State of Delaware by Resolution No.0450082 of September 6, 2011.

The address of the registered agent is located at: Suite 105, 501 Silverside Road, and Wilmington, DE 19809 New Castle County.

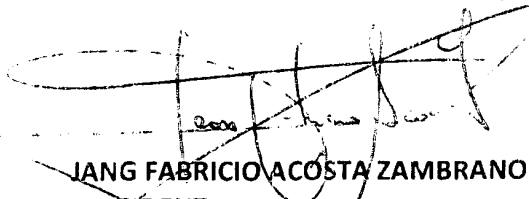
Parties brought their knowledge to relevant legal purposes.

Sincerely,



Maricela Villalva Mecias
AD-HOC SECRETARY

I, Jang Fabricio Acosta Zambrano accepted the charge of President of the company GRUPO ACOSTA ECUADOR LIMITED at 1 day of December 2011.



JANG FABRICIO ACOSTA ZAMBRANO
PRESIDENT
C.I. #070306628-2

Apostille

(Convention de La Haye du 5 Octobre 1961)

1. Country: United States of America

This public document:

2. has been signed by Pamela Marie Biordi

3. acting in the capacity of Notary Public of the State of Delaware

4. bears the seal/stamp of Pamela Marie Biordi, Notary Public, Delaware

Certified

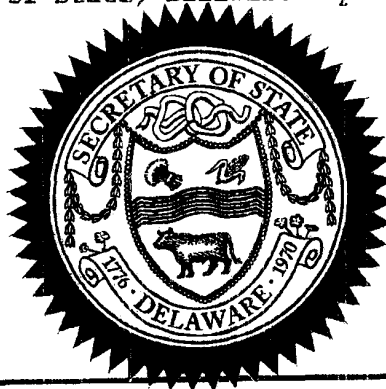
5. at Dover, Delaware

6. the fourteenth day of September, A.D. 2011

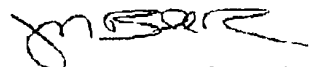
7. by Secretary of State, Delaware Department of State

8. No. 0450683

9. Seal/Stamp:



10. Signature:


Secretary of State



VALIS International
501 Silverside Road, Suite 105
Wilmington, DE 19809
USA

Tel: 302.792.0175
Fax: 206.339.3756
www.valisinternational.com
info@valisinternational.com

CERTIFICATE OF INCUMBENCY

We, VALIS Group Inc., being the duly appointed Registered Agent of Grupo Acosta Ecuador Limited, a Delaware Corporation incorporated on the 6th day of September, 2011, registration number 5034223, with 1500 shares issued and outstanding, hereby confirm the following:

1. that the company is in Good Legal Standing in the state of Delaware
2. that as far as can be determined from documents kept at the office of their Registered Agent we are not aware of any action being taken or threatened to be taken against the Company or its assets or with a view to winding it up
3. that as far as can be determined from the documents kept at the office of their Registered Agent, the Directors appointed are as follows:

Jang Fabricio Acosta	Appointed as
9 de Mayo entre 25 de Junio y Sucre Edificio	Director
Orocentro 2 Piso 2, Arriba Bingo Central	
Machala, El Oro	
Ecuador	

4. that as far as can be determined from the documents kept at the office of their Registered Agent, the Shareholders of the Company are as follows:

Jang Fabricio Acosta	Holds 1500
9 de Mayo entre 25 de Junio y Sucre Edificio	Shares on
Orocentro 2 Piso 2, Arriba Bingo Central	Certificate #1
Machala, El Oro	
Ecuador	

Dated this thirteenth day of September, 2011.

PAMELA MARIE BIORDI
NOTARY PUBLIC
STATE OF DELAWARE
My commission expires May 9, 2013

Marianne McCabe
For and on behalf of
VALIS Group Inc.

Please contact VALIS Group Inc. for confirmation of the veracity of this document.

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

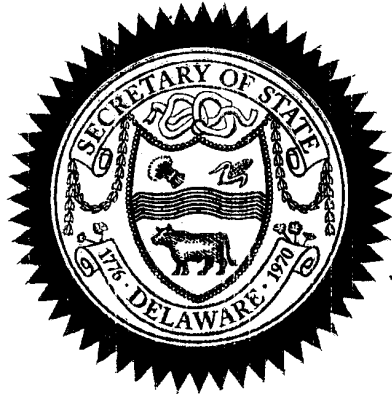
5. *at Dover, Delaware*

6. *the sixth day of September, A.D. 2011*

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

8. *No. 0450082*

9. *Seal/Stamp:*



10. *Signature:*

Jeffrey W. Bullock
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 INCORPORATION OF "GRUPO ACOSTA ECUADOR LIMITED", FILED IN THIS OFFICE ON THE SIXTH DAY OF SEPTEMBER, A.D. 2011, AT 9:52 O'CLOCK P.M.

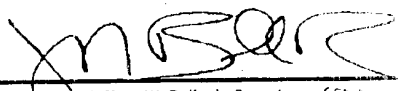
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



5034223 8100

110982529

You may verify this certificate online at <http://corp.delaware.gov/authver.shtml>


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9011701

DATE: 09-06-11

State of Delaware
Secretary of State
Division of Corporations
Delivered 09:52 PM 09/06/2011
FILED 09:52 PM 09/06/2011
SRV 110982529 - 5034223 FILE

**CERTIFICATE OF INCORPORATION
OF
GRUPO ACOSTA ECUADOR LIMITED**

I, **THE UNDERSIGNED**, for the purposes of incorporating and organizing a corporation under the General Corporation Law of the State of Delaware, do execute this Certificate of Incorporation and do hereby certify as follows:

FIRST: The name of the corporation is Grupo Acosta Ecuador Limited.

SECOND: Its registered office is to be located at Suite 105, 501 Silverside Road, Wilmington, DE 19809, County of New Castle. The name of the registered agent at such address is VALIS Group Inc.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Laws.

FOURTH: The amount of total authorized capital stock of the corporation is one thousand five hundred (1500). All such shares are to be without par value and are to be of one class.

FIFTH: The incorporator of the corporation is Tracey Gendron, whose mailing address is Suite 105, 501 Silverside Road, Wilmington, DE 19809.

SIXTH: A director of the corporation shall not be liable to the corporation or its shareholders for monetary damages from breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended. Any amendment, modification or repeal of the foregoing sentence shall not adversely affect any right or protection of a director of the corporation hereunder in respect of any act of omission occurring prior to the time of such amendment, modification or repeal.

SEVENTH: The powers of the incorporator are to terminate upon filing of this Certificate. The name and mailing address of the person(s) who will serve as the initial director(s) until the first annual meeting of the stockholders of the corporation, or until a successor(s) is elected and qualified are

Jang Fabricio Acosta
9 de Mayo entre 25 de Junio y Sucre Orocentro 2 Segundo Piso
Machala, El Oro
Ecuador

The undersigned incorporator hereby acknowledges that the foregoing Certificate of Incorporation is their act and deed on this sixth day of September, 2011.



Tracey Gendron
INCORPORATOR