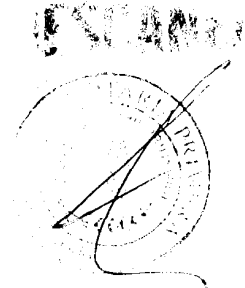


MEETING OF THE BOARD OF DIRECTORS
OF
HELM HOLDINGS INTERNATIONAL, INC.



A meeting of the Board of Directors of Helm Holdings International, Inc. (the "Corporation"), was held on the 21st day of January 2010 at the offices of Helm Holdings International, Inc. at 3:15 p.m. in Miami, Florida, at which the following persons were present:

James P. Fenton	Sole Director, Chairman, President and Legal Representative
Jefferson Norman Powell, Jr.	Vice President and Secretary
Joel M. Berlant	Invited Guest

Mr. Fenton acted as Chairman and Mr. Powell acted as Secretary of the Meeting.

The Chairman requested that the Waiver of Call and Notice of Call of the Meeting of the Board of Directors of the Corporation be approved by the assembly.

Upon motion duly made, seconded and unanimously passed, it was

RESOLVED, that the Waiver of Call and Notice of Call of the Meeting of the Board of Directors of the Corporation be approved for the record.

The Chairman stated that the next order of business was the re-election of Officers. The following names were placed in nomination:

James P. Fenton	Sole Director, Chairman, President and Legal Representative
Jefferson Norman Powell, Jr.	Vice President and Secretary

There were no other nominations.

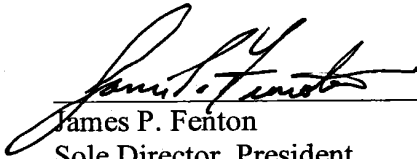
Upon motion duly made, seconded and unanimously passed, it was

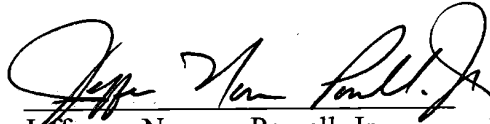
RESOLVED, that the nominations be closed, and that the above named nominees be re-elected.

FURTHER RESOLVED, that the re-election of the above-named Officers be effective as of January 21, 2010.

Minutes of the Meeting
HELM HOLDINGS INTERNATIONAL, INC.
January 21, 2010
Page Two

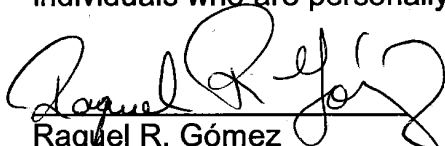
There being no further business to discuss, the meeting was adjourned at 3:30 p.m.

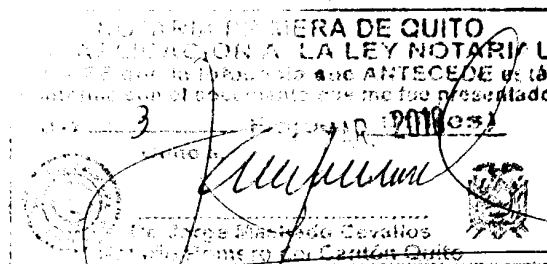
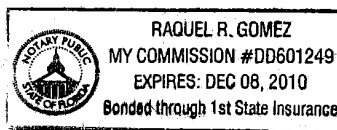

James P. Fenton
Sole Director, President
and Legal Representative


Jefferson Norman Powell, Jr.
Secretary

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 22nd day of JANUARY, 2010, by James P. Fenton and Jefferson Norman Powell, Jr., individuals who are personally known to me.


Raquel R. Gómez
State of Florida Notary Public



State of Florida



Department of State

APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. Country: United States of America

This public document

2. has been signed by Raquel R. Gomez

3. acting in the capacity of Notary Public of Florida

4. bears the seal/stamp of Notary Public, State of Florida

Certified

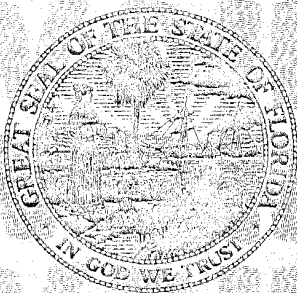
5. at Tallahassee, Florida

6. the Ninth day of March, A.D., 2010

7. by Secretary of State, State of Florida

8. No. 2010-21447

9. Seal/Stamp:



10. Signature:

Secretary of State

DSDE 99 (3/03)

The original document has a reflective line mark on paper. Hold at an angle to view when checking.

If photocopied or chemically altered, the word "VOID" will appear.

"State of Florida" appears in small letters across the face of this 8 1/2 x 11" document.

REUNIÓN DE LA JUNTA DIRECTIVA
DE
HELM HOLDINGS INTERNATIONAL, INC.

En la reunión de la Junta Directiva de Helm Holdings International, Inc. (la "Corporación"), que se celebró el día 21 de enero de 2010 en las oficinas de Helm Holdings International, Inc. a las 3:15 p.m. en la ciudad de Miami, Florida, a la cual asistieron las siguientes personas:

James P. Fenton	Director Único, Presidente y Representante Legal
Jefferson Norman Powell, Jr.	Vice Presidente y Secretario
Joel M. Berlant	Invitado

El Sr. Fenton fungió como Presidente y el Sr. Powell como Secretario de la reunión.

El Presidente solicitó la aprobación por parte de la Asamblea de la renuncia de la convocatoria y el aviso de convocatoria de la reunión de la Junta Directiva de la Corporación.

En cuanto la moción fue debidamente presentada, secundada y aprobada por unanimidad, se

RESUELVE, que se apruebe la renuncia de la convocatoria y el aviso de convocatoria de la reunión de la Junta Directiva de la Corporación para su registro.

El Presidente declaró que en el Orden del Día, el siguiente punto a tratar corresponde a la reelección de Directores. Los siguientes nombres fueron presentados en la nominación:

James P. Fenton	Director Único, Presidente y Representante Legal
Jefferson Norman Powell, Jr.	Vice Presidente y Secretario

No se presentó otra nominación de candidatos.

En cuanto la moción fue debidamente presentada, secundada y aprobada, se

RESUELVE, que la nominación de candidatos se cierre, y que los candidatos antes mencionados se reelijan.

RESUELVE ADEMÁS, que la reelección de los Directores antes mencionados sea vigente a partir del 21 de enero de 2010.

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Minutas de la reunión
HELM HOLDINGS INTERNATIONAL, INC.
21 de enero de 2010
Página dos

No habiendo más asuntos que tratar en el Orden del Día, se levantó la sesión a las 3:30 p.m.

James P. Fenton
Director Único y Presidente

Jefferson Norman Powell, Jr.
Secretario

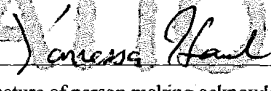
CERTIFICATION OF TRANSLATION ACCURACY: The undersigned, acting as Manager of Cititran.com LLC a translation company with ATA (American Translators Association) Member No. 218144, hereby certifies that the foregoing 2-page Minute of the Board of Directors Meeting of Helm Holdings International, Inc. held in the city of Miami, Florida on January 21, 2010 was translated from English into Spanish by an Accredited Translator, fluent in English and Spanish, and is accurate, true, and complete, to the best of my knowledge, ability and belief.


Rodrigo Velez
Manager

The foregoing certificate was sworn to and subscribed before me in **DADE COUNTY, FLORIDA** this 3rd Day of March, 2010 by **RODRIGO VELEZ** who is personally known to me or who has produced the following as identification:

FL Driver's License No. V420-720-56-338-0.

Signature of person making acknowledgment
Notary Seal (Rubber Stamp and Expiration)


VANESSA HAVEL
MY COMMISSION # DD383592
EXPIRES: October 22, 2010
1-800-3-NOTARY
Fl. Notary Discount Assoc. Co.

CITITRAN.COM
CERTIFIED
TRANSLATION

MIAMI, FLORIDA

NOTARIA PRIMERA DE QUITO
EN APLICACION A LA LEY NOTARIAL
BOY FENOTIA PRIMERA DE QUITO que ANTECEDENTE a
contiene el presente documento que me fue presentado
en 3 Hojas (cifras)
MAR 2010
Notario
Antonio Quito

State of Florida



Department of State

APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. Country: United States of America

This public document

2. has been signed by VANESSA HAVEL

3. acting in the capacity of Notary Public of Florida

4. bears the seal/stamp of Notary Public, State of Florida

Certified

5. at Tallahassee, Florida

6. the Ninth day of March, A.D., 2010

7. by Secretary of State, State of Florida

8. No. 2010-21446

9. Seal/Stamp:



10. Signature:

Secretary of State

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