



APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. Country: United States of America

This public document

2. has been signed by Andres Jose Olivares

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 Nineteenth day of January, A.D., 2012

7. by Secretary of State, State of Florida

8. No. 2012-6256

9. Seal/Stamp:



10. Signature:

Secretary of State

CERTIFICATE *of* INCUMBENCY

The Resident Agent of
USA FOOD & BEVERAGE COMPANY LLC (the "Company")

CERTIFIES:

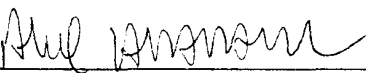
1. That the Company has been validly incorporated under the laws of the United States and, as to date, is full in force.
2. That the Company was incorporated on the 20th day of July 2010 in the state of New York.
3. That the current Member of the Company is:

FUNDACION A-1 INTERNACIONAL
Calle 50, Edificio Private Asset Management, Piso 4
Panamá, República de Panamá

4. That the current Manager of the Company is:

ADMINISTRACION Y OPERACION ADMOP S.A.
Ave. Amazonas 4080 y NN-UU, Edificio Puerta del Sol, Ofic. 406
Quito, Ecuador

5. That so far as evidenced by the documents filed with the Secretary of State of New York, the Company is in **Good Legal Standing**.
6. That so far as evidenced by information available, the Company does not have any liabilities with either the New York State tax authorities or the Federal tax authorities.



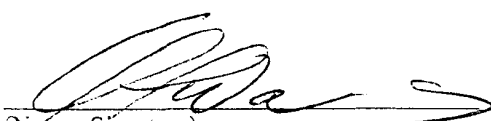
January 16th, 2012

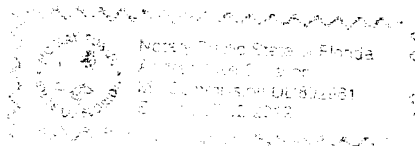
Alex Hlavacek
Registered Agent of USA FOOD & BEVERAGE COMPANY LLC.

State of Florida, County of Miami-Dade

On January 16th, of 2012, before me, Andres Olivares, notary public, personally appeared Alex Hlavacek, proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.


(Notary Signature)



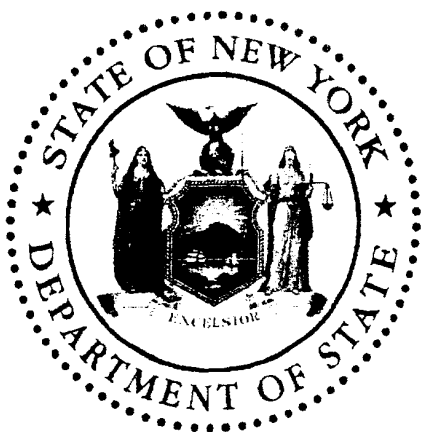
Apostille

(Convention de La Haye du 5 Octobre 1961)

1. Country: United States of America
This public document
2. has been signed by **Daniel E. Shapiro**
3. acting in the capacity of **First Deputy Secretary of State**
4. bears the seal/stamp of the **Department of State**

Certified

5. At Albany, New York
6. the 18th day of January 2012
7. by Special Deputy Secretary of State, State of New York
8. No. A-102045G
9. Seal/Stamp
10. Signature

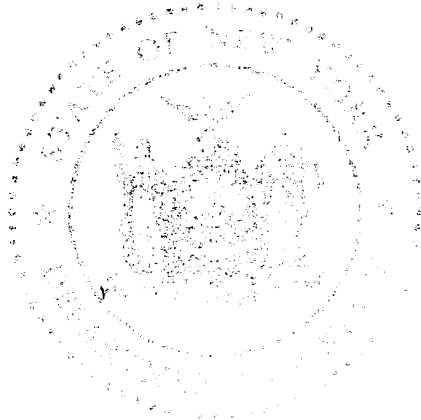


Sandra J. Tallman

Sandra J. Tallman
Special Deputy Secretary of State

State of New York
Department of State } ss:

I hereby certify, that USA FOOD & BEVERAGE COMPANY LLC a NEW YORK Limited Liability Company filed Articles of Organization pursuant to the Limited Liability Company Law on 07/20/2010, and that the Limited Liability Company is existing so far as shown by the records of the Department.



NOTARIA SEGUNDA DEL CANTÓN QUITO

De conformidad con lo dispuesto en el Art. 18 de la Ley Notarial, doy fe y CERTIFICO que el presente documento es fiel COPIA DEL ORIGINAL, y que obra de..... foja(s) útiles). que me fue presentado para este efecto y que acto seguido devolví al interesado.
Quito, a 03. ABR. 2012


Dra. Paola Bengoso Loor
NOTARIA SEGUNDA DEL CANTON QUITO

WITNESS my hand and the official seal
of the Department of State at the City of
Albany, this 13th day of January two
thousand and twelve.



First Deputy Secretary of State