



VALIS International
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Wilmington, DE 19809
USA

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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.

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.

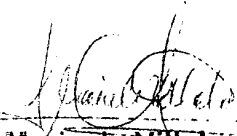
In his capacity as Chairman of the company GRUPO ACOSTA ECUADOR LIMITED, you have legal representation, judicial and extrajudicial.

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.

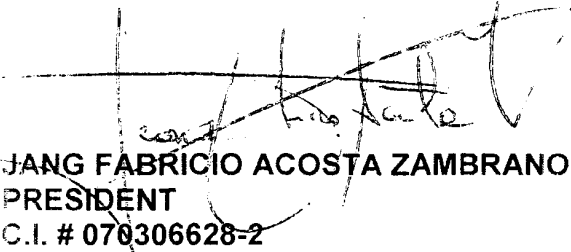
Parties brought their knowledge to relevant legal purposes.

Sincerely,



Maricela Villalva Mecias
AD-HOC SECRETARY

I, Jang Fabricio Zambrano Acosta 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

RESOLUTIONS ADOPTED BY SOLE DIRECTOR AND SHAREHOLDER

OF

Grupo Acosta Ecuador Limited.

The undersigned, being the sole Director/Shareholder JANG FABRICIO ACOSTA, hereby adopts the following resolution:

(1) RESOLVED, that all actions heretofore taken by the Incorporator(s) of the Corporation are adopted, ratified and confirmed by this Director/Shareholder.

(2) RESOLVED, that the form of Bylaws submitted to this meeting be, and they are hereby adopted as the Bylaws of the Corporation.

(3) RESOLVED, that the following person(s) are elected to the office(s) set opposite his/her name, to assume the duties and responsibilities fixed by the Bylaws or by the undersigned as the Sole Director of the Corporation:

President: JANG FABRICIO ACOSTA

Vice President: JANG FABRICIO ACOSTA

Secretary: MARIAM PAOLA MOROCHO

Treasurer: JANG FABRICIO ACOSTA

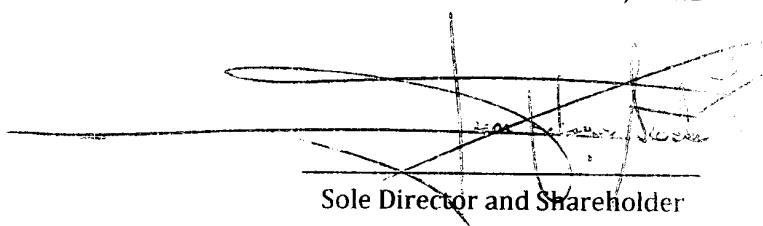
(4) RESOLVED, that the form of seal, an impression of which is hereto affixed in the margin of these minutes, is hereby adopted as the corporate seal for this corporation.

(5) RESOLVED, that the specimen form of certificate is hereby approved and adopted as the certificate representing the shares of this Corporation.

(6) RESOLVED, that the JANG FABRICIO ACOSTA (treasurer) is hereby authorized to open a bank account on behalf of the Corporation with CHASE BANK, located at MIAMI, FLORIDA, and the resolutions required by the said bank were adopted by the undersigned and attached hereto to these minutes.

(7) RESOLVED, that the Corporation proceed to carry on the business for which it was incorporated.

Dated: December 01, 2011


Sole Director and Shareholder

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.


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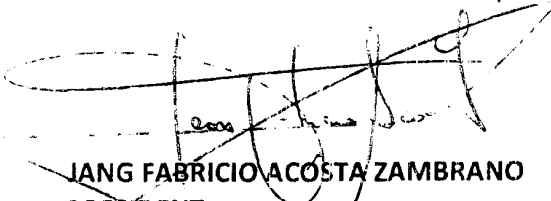
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Sincerely,



Maricela Villalva Mecias
AD-HOC SECRETARY

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