

CERTIFICACIÓN

El suscrito, **JAIME EDUARDO GUILLEN ANGUIZOLA**, Notario Público Cuarto del Circuito de Panamá, con cédula de identidad personal número ocho-trescientos cincuenta y nueve-trescientos setenta y cinco (8-359-375), por este medio certifico que el documento que se indica a continuación corresponde a:

- Copia de Poder de Representación otorgado por la sociedad MEGAHOLDINGS LIMITED GROUP LLC a favor del Abogado Carlos Alberto Mata Hanze.
- Copia del Certificate of Formation (Certificado de Formacion) de la sociedad MEGAHOLDINGS LIMITED GROUP LLC.
- Certificación de accionistas dirigida a CASA Y CAMPO S.A. CYCSA de la sociedad MEGAHOLDINGS LIMITED GROUP LLC.
- Certificación de Apoderados dirigida a CASA Y CAMPO S.A. CYCSA de la sociedad MEGAHOLDINGS LIMITED GROUP LLC.

Firmado a los 11 días del mes de marzo de 2010.



JAIME EDUARDO GUILLEN ANGUIZOLA
Notario Público Cuarto del Circuito de Panamá



APOSTILLE

Convention de la haye du 5 octobre 1961
1 Pais PANAMA

El presente documento público
2 ha sido firmado por Jaime E. Guillen Anguizola
3 quien actua en calidad de notario
4 y esta revestido del sello/timbre de Y

CERTIFICADO

5 EN Panamá
6 el día 16 MAR 2010
7 por DIRECCION ADMINISTRATIVA
8 Bajo el número 18,108
9 Sello/timbre 8 10 Firma Miguel de la Hoz

Esta Autorización no
implica responsabilidad
en cuanto al contenido
del documento.

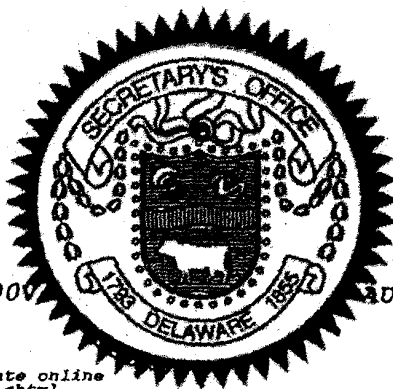


Delaware

PAGE 2

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "MEGAHOLDINGS LIMITED GROUP LLC" FILED IN THIS OFFICE ON THE SEVENTH DAY OF DECEMBER, A.D. 2009, AT 6:46 O'CLOCK P.M.



4761513 8100V

091076390

You may verify this certificate online
at corp.delaware.gov/authver.shtml

Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7682382

DATE: 12-07-09



State of Delaware
Secretary of State
Division of Corporations
Delivered 06:46 PM 12/07/2009
FILED 06:46 PM 12/07/2009
SRV 091076390 - 4761513 FILE

CERTIFICATE OF FORMATION

OF

MEGAHOLDINGS LIMITED GROUP LLC

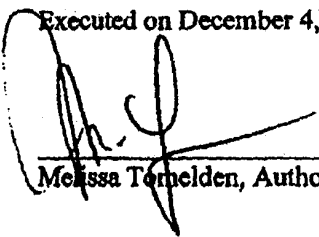
The undersigned, an authorized natural person, for the purpose of forming a Limited Liability Company (hereinafter called the "company"), under the provisions and subject to the requirements of the Delaware Limited Liability Company Act, hereby certifies that:

1. The name of the Limited Liability Company is **MEGAHOLDINGS LIMITED GROUP LLC**
2. The address of the registered office and the name and the address of the registered agent of the Limited Liability Company required to be maintained by Section 18-104 of the Delaware Limited Liability Company Act are National Registered Agents, Inc., 160 Greentree Drive, Suite 101, Dover, Kent County, Delaware 19904.
3. The period of duration of the Limited Liability Company is perpetual.
4. The company is to be managed by one or more managers. The company will have one or more Members.
5. The business purpose for which the company is formed is to engage in any and all lawful business purposes authorized under the Laws of the State of Delaware. Nonetheless, the company will be able to carry any business activities it deems proper and that are not illegal elsewhere in the world, such as:
 - a) Invest, gather or subscribe the necessary capital to promote, establish or develop enterprises and business, especially to invest and enter into companies rendering postal services worldwide, in any fashion, including the custody of mail boxes, the receipt, distribution and delivery of mail, and any other services involved within.
 - b) To subscribe or promote subscription, buy, possess, hold, acquire by any other means and sell, negotiate, guarantee, assign, exchange and transfer by any other means, capital shares, credits, obligations, securities, debentures, certificates of partnership and any other title or document of any private, public or semi-public corporation or judicial person and while being owner of same, possess and exercise all the corresponding rights and privileges.



- c) To execute all kinds of contracts, for itself or others and specially trust contracts and for the administration of stocks, credits, obligations, securities, debentures, certificates of partnership and any other title or document of any corporation or juridical persons.
 - d) To purchase or sell, charter, sail or operate ships and vessels, as well as to execute all kinds of marine contracts.
 - e) Purchase or sell personal properties or real estate, as well as any kinds of merchandise on his its account or for third parties.
 - f) To do and perform all and everything necessary for the attainment of any of the purposes stated in its Certificate of Formation or any amendment of the same or whatever is necessary or convenient for the protection and benefit of the corporation; and,
 - g) To carry on any lawful business whether or not such business is set forth in its Certificate of Formation or in any amendment thereof.
6. The Limited Liability Company shall have all such powers as are permitted by law for the time being in force in the State of Delaware, to perform all acts and engage in all activities necessary or conducive to the conduct or attainment of the objects of the company.
7. There are no limitations on the authority of members of the company to bind the company.
8. The personal liability of all the members of the LLC is hereby eliminated to the fullest extent allowed as provided by the Delaware Limited Liability Company Act, as the same may be supplemented and amended.

Executed on December 4, 2009


Melissa Tornelden, Authorized Person



Marzo 10, de 2010

Señor
REPRESENTANTE LEGAL
CASA Y CAMPO S.A. CYCSA
Guayaquil - Ecuador

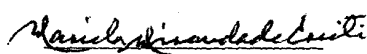
De mis consideraciones:

Lo saludo muy cordialmente y le informo que para el cumplimiento de la solicitud que usted ha hecho relacionada con la Ley de Compañías ecuatoriana, a continuación procedo a certificar lo siguiente:

1. **Denominación completa o razón social de la compañía extranjera:**
MEGAHOLDINGS LIMITED GROUP LLC
2. **Nacionalidad:**
INCORPORADA EN EL ESTADO DE DELAWARE, ESTADOS UNIDOS DE AMERICA
3. **Lugar de dependencia ante la cual obtuvo su registro como compañía:**
SECRETARIA DE ESTADO DE DELAWARE
4. **Nombre de nuestro accionista, miembro y/o beneficiario:**
MARIELA MIRANDA DE CRISTI.

Agradeciéndole de antemano por la atención brindada al presente.

Muy atentamente,


Mariela Miranda de Cristi
Directora y Secretaria



Marzo 10 de 2010

Señor
REPRESENTANTE LEGAL
CASA Y CAMPO S.A. CYCSA
Guayaquil - Ecuador

De mis consideraciones:

Lo saludo muy cordialmente y le informo que para el cumplimiento de la solicitud que usted ha hecho relacionada con la Ley de Compañías de Ecuador y las Resoluciones de la Superintendencia de Compañías de dicho país, a continuación procedo a certificar lo siguiente:

1.- Que el nombre del apoderado de la compañía MEGAHOLDINGS LIMITED GROUP LLC es:
- CARLOS ALBERTO MATA HANZE

2.- La Nacionalidad de dicho apoderado es: ECUATORIANA.

3.- El domicilio del Apoderado es:
CÓRDOCA 623 Y PADRE SOLANO,
GUAYAQUIL, ECUADOR

Agradeciéndole de antemano por la atención brindada al presente.

Muy atentamente,

Mariela Miranda de Cristi
Mariela Miranda de Cristi
Directora/Secretaria

"De conformidad con el numeral 5
del artículo 18 de la Ley Notarial;
reformada por el Decreto Supremo
Número 2386, de marzo 31 de 1991,
DOY FE que la fotocopia preceden-
te que consta de 11 fojas es
exacta al documento que se me
exhibe.
Guayaquil, 06-04-2010

Dr. Rodolfo Pérez Pimentel
Notario Público Décimo Sexto
del Cantón Guayaquil

