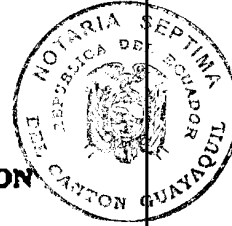


State of Delaware
Secretary of State
Division of Corporations
Delivered 06:46 PM 12/07/2009
FILED 06:46 PM 12/07/2009
SRV 092076390 - 6761513 FILE



CERTIFICATE OF FORMATION

OF

MEGAHOLDINGS LIMITED GROUP LLC

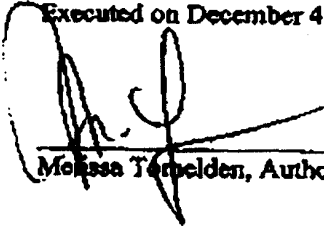
The undersigned, an authorized natural person, for the purpose of forming a Limited Liability Company (hereinafter called the "company"), under the provisions and subject to the requirements of the Delaware Limited Liability Company Act, hereby certifies that:

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 kind 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 Tumbelden, Authorized Person

JO AB. EDUARDO FALQUEZ AYALA, Notario del Cantón,
Guayaquil, en Ejercicio de la atribución que me confiere
el Numeral 5 de art. 18 de la Ley Notarial aprobada por
el Decreto Supremo No. 2386 del 31 de Marzo de 1978
publicado en el R.O. No. 564 del 12 de Abril del mismo
año. Doy fe. Que la fotocopia que antecede es exacta y
conforme del documento que se me ha exhibido en 3
fojas útiles y que otra fotocopia con la nota respectiva
la ha incorporado en el libro de Diligencias que al
efecto se lleva en la Notaría a mi cargo.

Guayaquil,



01 FEB 2011

Eduardo Falquez Ayala

Ab. EDUARDO FALQUEZ AYALA
NOTARIO SEPTIMO

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REPÚBLICA de PANAMA

TIMBRE NACIONAL



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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 dias 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. PAYS D'ORIGINE

El presente documento es una copia

de un original que se encuentra en el

archivo de este Notario Público

en la ciudad de Panamá, República de Panamá

Jaime E. Guillen Anguizola
Notario

16 MAR 2010

18108

Miguel A. de la Cruz

Yo Ab. EDUARDO FALQUEZ AYALA, Notario del Canton
Guayaquil, en Ejercicio de la atribución que me confiere
el Numeral 5 de art. 13 de la Ley Notarial agregado por
el Decreto Supremo No. 2385 del 31 de Marzo de 1978
publicado en el R. O. No. 564 del 12 de Abril del mismo
año Doy fé. Que la fotocopia que antecede es exacta y
conforme del documento que se me ha exhibido en
fojas útiles y que otra fotocopia con la nota respectiva
la he incorporado en el libro de Diligencias que al
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Guayaquil,

01 FEB 2011

Ab. EDUARDO FALQUEZ AYALA
NOTARIO SEPTIMO