

SEÑOR INTENDENTE DE COMPAÑÍAS DE GUAYAQUIL.-

14 AGO 2008 12:54


MARCOS PARRA RAMIREZ, por los derechos que represento en mi calidad de Gerente General de la Compañía **VEPAMIL S.A.** ante usted concurro y comunico lo siguiente:

Ruego tomar nota de la siguiente cesión accionarial de mi representada:

CEDENTE	CESIONARIO	ACCIONES CEDIDAS	VALOR
Metalchete S.A. Ruc: 0992421061001	Cesco International Llc.	10	US \$ 1.00

Particular que pongo en su conocimiento para los fines pertinentes.

Es Legal,


p, **VEPAMIL S.A.**

Marcos Parra Ramirez
Gerente General
Exp: 58870



Luciano

Apostille

(Convention de La Haye du 5 Octobre 1961)

1. Country: United States of America

This public document:

2. has been signed by Harriet Smith Windsor

3. acting in the capacity of Secretary of State of Delaware

4. bears the seal/stamp of Office of Secretary of State

Certified

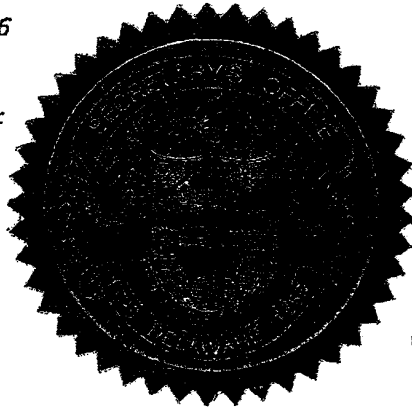
5. at Dover, Delaware

6. the seventh day of May, A.D. 2008

7. by Secretary of State, Delaware Department of State

8. No. 0351516

9. Seal/Stamp:



10. Signature:

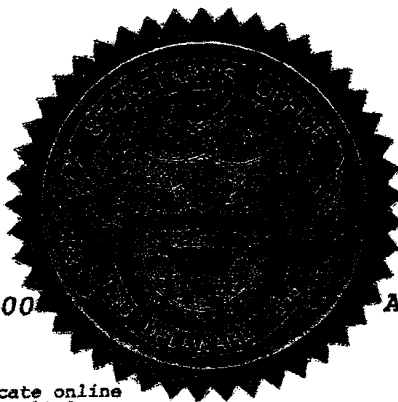
Harriet Smith Windsor
Secretary of State

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "CESCO INTERNATIONAL LLC", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF APRIL, A.D. 2008, AT 11:08 O'CLOCK A.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

4538357 8100

AUTHENTICATION: 6574359

080466751

DATE: 05-07-08

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

CERTIFICATE OF FORMATION

OF

CESCO INTERNATIONAL LLC

ARTICLE 1. NAME

The name of the Limited Liability Company is CESCO INTERNATIONAL LLC ("the Company").

ARTICLE 2. DURATION

The Company shall exist perpetually unless sooner terminated as provided in the Operating Agreement. Existence shall commence upon the filing of this Certificate with Secretary of State of the State of Delaware.

ARTICLE 3. AGENT AND ADDRESS

The name of registered agent is ICC Management Services, Ltd. The location of the registered agent is at 3411 Silverside Road # 104, Wilmington, DE 19810, New Castle County.

ARTICLE 4. PURPOSE

This Company is organized for the purpose of transacting any and all lawful business transactions authorized to Limited Liability Companies organized in Delaware.

ARTICLE 5. ADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted only with the unanimous written consent of the existing members of the Company.

ARTICLE 6. TRANSFER OF INTERESTS

No member may transfer or assign any portion of its interest in the Limited Liability Company except upon unanimous consent of all the existing members.

ARTICLE 7. MEMBERS & MANAGEMENT

The Company may appoint managers or directors, who may also be members, to manage the affairs of the Company.

ARTICLE 8. CAPITALIZATION

The initial capitalization of the Company shall be one thousand US dollars (\$1,000) contributed in equal proportion by the members.

ARTICLE 9. INDEMNIFICATION

To the fullest extent permitted by law, all members, directors, or other persons authorized to act on behalf of the Company shall be indemnified and held harmless from and against any and all claims and demands whatsoever, pursuant to Title 6 of the Delaware Code, Section 18-108.

IN WITNESS WHEREOF, the undersigned corporation for the members has executed this Certificate of Formation this 24th day of April, 2008.



International Corporate Consultants, Inc.
By: David Luntz, CEO