

REPÚBLICA DEL ECUADOR



**SUPERINTENDENCIA
DE COMPAÑÍAS**

**NÓMINA DE SOCIOS O ACCIONISTAS DE UNA COMPAÑÍA EXTRANJERA QUE A SU
VEZ ES SOCIA O ACCIONISTA DE COMPAÑÍA ECUATORIANA**

1. COMPAÑÍA ECUATORIANA

NOMBRE HOTEL BOULEVARD (ELBOULEVARD) S.A.
NÚMERO DE EXPEDIENTE 5889-1975
NOMBRE Y CARGO DEL REPRESENTANTE LEGAL MERCEDES CECILIA RODRÍGUEZ ZAMORA - GERENTE GENERAL

2. COMPAÑÍA EXTRANJERA SOCIA O ACCIONISTA DE LA SOCIEDAD ECUATORIANA

NOMBRE OTEL TECHNOLOGIES (OTELTEC) LLC
NACIONALIDAD DE LA COMPAÑÍA EXTRANJERA ESTADOS UNIDOS DE AMÉRICA
DOMICILIO 520 S. 7TH STREET, SUITE C, LAS VEGAS, NV 89101

NOTA 1.- A este formulario se debe acompañar una certificación extendida por la autoridad competente del país de origen o Cónsul del Ecuador en la que se acredite que la sociedad en cuestión se encuentra legalmente existente en dicho país.

3. APODERADO LOCAL DE LA COMPAÑÍA EXTRANJERA SOCIA O ACCIONISTA DE LA COMPAÑÍA ECUATORIANA

NOMBRES Y APELLIDOS COMPLETOS WIGI XAVIER COZZARELLI SEMPETEGUI
NACIONALIDAD ECUATORIANO
NÚMERO DE IDENTIFICACIÓN PERSONAL 090611029-8
DOMICILIO AV. 9 DE OCTUBRE 432 Y BAQUERIZO MORENO - CORDOVA EDIFICIO ATAHUALPA PSD 3

REPÚBLICA DEL ECUADOR



SUPERINTENDENCIA
DE COMPAÑÍAS

4. DATOS DE LOS SOCIOS O ACCIONISTAS DE LA COMPAÑÍA EXTRANJERA

1	BAREW ENTERPRISES, S.A.		ECUATORIANA	AV. 9 DE OCTUBRE Y CHILE EDIFICIO EL CONDOR
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FIRMA DEL REPRESENTANTE LEGAL, SECRETARIO
ADMINISTRADOR O FUNCIONARIO DE LA SOCIEDAD
EXTRANJERA O APODERADO LOCAL

Nota 2.- Si este formulario hubiere sido otorgado en el exterior, deberá estar autenticado por Cónsul ecuatoriano o apostillado

FECHA DE PRESENTACIÓN _____
AÑO _____ MES _____ DIA _____

EL PRESENTE FORMULARIO NO SE ACEPTARÁ CON ENMENDADURAS O TACHONES

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE (INCLUDING AMENDMENTS)

I, ROSS MILLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporation soles, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **OTEI TECHNOLOGIES (OTEITEC) LLC**, as a limited liability company duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since October 6, 2008, and is in good standing in this state.

I further certify, that the above limited liability company has Articles of Organization and no amendments on file in this office as of the date of this certificate.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on June 21, 2012.



ROSS MILLER
Secretary of State

Electronic Certificate
Certificate Number: C20120621-1814
You may verify this electronic certificate
online at <http://www.nvsos.gov/>

LO CERTIFICO...ES CONFORME
AL DOCUMENTO QUE ME HA
SIDO EXHIBIDO.

GUAYAQUIL

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



TRADUCCIÓN.

SECRETARIO DE ESTADO

ESTADO DE NEVADA

**CERTIFICADO DE CONSTITUCIÓN DE SOCIEDAD DE RESPONSABILIDAD
LIMITADA**

Yo, ROSS MILLER, Secretario de Estado de Nevada, certifico por este medio que OTEI TECHNOLOGIES (OTEITEC) LLC, presentó el Pacto Social de una Sociedad de Responsabilidad Limitada en esta oficina el 6 de Octubre de 2008, que dicho Pacto reposa en los archivos de la Oficina del Secretario de Estado de Nevada, y que además dicho Pacto contiene las disposiciones requeridas por las leyes que rigen las sociedades de responsabilidad limitada en el Estado de Nevada.

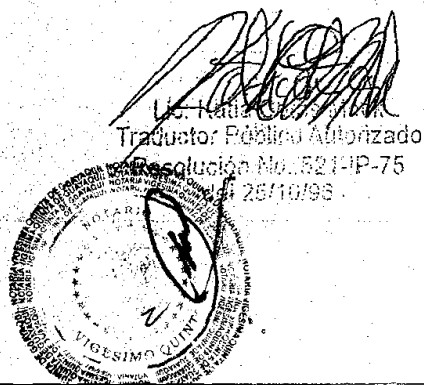
EN TESTIMONIO DE LO CUAL, he estampado mi firma y el Gran Sello de Estado a este documento en mi oficina en Las Vegas, Nevada, el 10 de Octubre de 2008.

(fdo.) (ilegible)
ROSS MILLER
Secretario de Estado

Por (fdo.) (ilegible)
Oficial de Certificación

(Aparece estampado el Gran Sello del Estado de Nevada.)

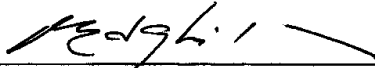
LO ANTERIOR ES TRADUCCIÓN FIEL Y COMPLETA DE SU ORIGINAL EN IDIOMA INGLÉS. 10 de Octubre, 2008



CERTIFICATION BY THE REGISTERED AGENT

We, **M.F. CORPORATE SERVICES (NEVADA) LIMITED**, Registered Agent of **OTEL TECHNOLOGIES (OTEITEC) LLC**, a limited liability company incorporated in Nevada on 6th day of October, 2008 (the "LLC"), do hereby certify that the attached document is the Certificate of Good Standing of the LLC.

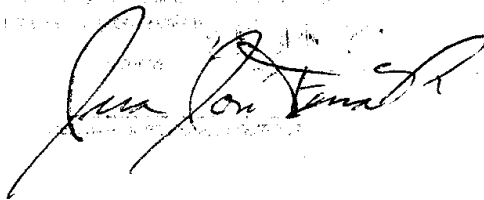
Issued this 25th of June, 2012.



Marta Edghill – Director
by **M.F. CORPORATE SERVICES (NEVADA) LIMITED**
Registered Agent



[Faint, illegible text, likely a stamp or watermark]

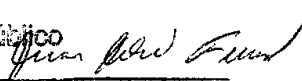


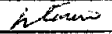
APOSTILLE

Convention de la haye du 5 octobre 1961

1 Pais PANAMA

El presente documento público

2 ha sido firmado por 

3 quien actua en calidad 

4 y esta revestido del sello/timbre de 

CERTIFICADO

5 EN Panamá

6 el día

7 por DIRECCION ADMINISTRATIVA

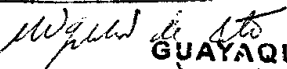
8 Bajo el número

39123

9 Sello/timbre

2

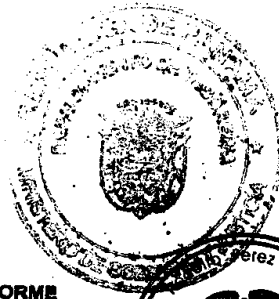
10 Firms



GUAYAQUIL

Dr. Rodolfo Pérez Pimentel

Notario Público Décimo Sexto
del Cantón Guayaquil



Sociedad de Responsabilidad Limitada
Pacto Social
(de conformidad con la NRS* 86)

PACTO SOCIAL

DE

OTEI TECHNOLOGIES (OTEITEC) LLC
una Sociedad de Responsabilidad Limitada de Nevada

M.F. CORPORATE SERVICES (NEVADA) LIMITED, de conformidad con la Ley Enmendada de Nevada que rige las sociedades de responsabilidad limitada, por este medio adopta el siguiente Pacto Social para una sociedad de responsabilidad limitada:

ARTÍCULO I
NOMBRE

El nombre de la sociedad de responsabilidad limitada es **OTEI TECHNOLOGIES (OTEITEC) LLC**

ARTÍCULO II
AGENTE REGISTRADO

El nombre y dirección comercial y postal del agente registrado de la sociedad de responsabilidad limitada es:

M.F. Corporate Services (Nevada) Limited
520 S. 7th Street, Suite C
Las Vegas, NV 89101
E-mail: nevada@mfcorserv.com
Sitio web: www.mossfon.com

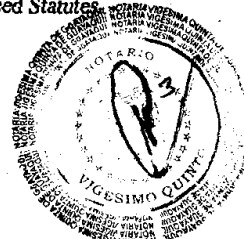
ARTÍCULO III
ADMINISTRACIÓN

La sociedad de responsabilidad limitada será administrada por un Administrador Administrativo. El siguiente Administrador actuará en esa capacidad hasta la primera reunión anual de miembros o hasta que su sucesor sea elegido y habilitado:

Nombre
PLASCOT LIMITED

Dirección
Suite 13, Primer Piso
Oliaji Trade Centre

* Ley Enmendada de Nevada, o NRS por sus siglas en inglés de Nevada Revised Statutes.



Calle Francis Rachel
Victoria, Mahe
República de Seychelles

ARTÍCULO IV
ADMINISTRADOR ADICIONAL

Los miembros aceptarán el nombramiento de administradores adicionales, según lo dispone el Contrato Operativo.

ARTÍCULO V
SUScriptor DEL PACTO SOCIAL

El nombre, dirección postal y comercial del suscriptor es:

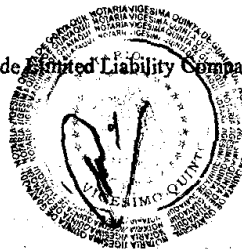
M.F. Corporate Services (Nevada) Limited
520 S. 7th Street, Suite C
Las Vegas, NV 89101
E-mail: nevada@mfcorpserv.com
Sitio web: www.mossfon.com

ARTÍCULO VI
OBJETOS

Los objetos para los cuales se constituyen esta sociedad de responsabilidad limitada (en adelante denominada "la LLC") son los siguientes:

- (a) comprar, tener en dominio, retener, subdividir, alquilar, vender, arrendar, preparar, alterar, mejorar, operar, explotar, mantener, reclamar y de otra forma tratar con y/o urbanizar o desarrollar terrenos para cualquier tipo de actividades agrícolas, agroindustriales, de ganadería, pecuarias y/o madereras, incluyendo desyerbar y limpiar terrenos y/o sembrar, cultivar, cosechar, recolectar, barbechar, transformar, elaborar, comerciar y/o comercializar granos y todo tipo de vegetales, así como cortar, podar, aserrar, acumular, transformar y/o comercializar madera para el turismo, casas de campo o residencias temporales, y también dedicarse a actividades de bienes y raíces en todas sus ramas, efectuar adelantos con la garantía de terrenos, bienes y raíces u otros bienes o cualesquiera participaciones en los mismos, ya estuvieren edificados o en vías de edificación y ya estuvieren sujetos a una primera hipoteca o gravamen o a una hipoteca, hipotecas, gravamen o gravámenes anteriores, y explotar y/o desarrollar los terrenos y territorios que se consideren necesarios, apropiados, convenientes, aconsejables y/o beneficiosos para los fines comerciales de la LLC.

* Sociedad de Responsabilidad Limitada, o LLC por sus siglas en inglés de Limited Liability Company.



gobiernos, estados, municipalidades, autoridades públicas, o sociedades públicas o privadas, limitadas o no, en cualquier parte del mundo, metales preciosos, gemas, obras de arte y otros artículos de valor, y ya sea a base de efectivo o a base de garantías, e incluyendo ventas a corto plazo, y prestar dinero con la garantía de cualesquiera de los bienes antes mencionados.

- (h) Tomar en préstamo o recaudar dinero de bancos, pero sin restringirse a ellos, mediante la emisión de obligaciones sin garantía (*debentures*), acciones emitidas por obligaciones o *debenture stock* (perpetuas o terminables), bonos, hipotecas, o cualesquiera otros valores fundados o basados en todos o en cualesquiera de los haberes o bienes de la LLC, o sin tales garantías y bajo los términos en cuanto a prioridad u otros que la LLC considere conveniente.
- (i) Dedicarse a cualquier negocio o negocios, o a cualquier acto o actividad, que no estén prohibidos bajo ninguna ley actualmente en vigencia en el Estado de Nevada, USA; y, en términos generales, la LLC puede llevar a cabo cualquier propósito legal, excepto el de seguros.
- (j) Hacer cualesquiera otras cosas que sean incidentales, o que la LLC considere conducentes para el logro de todos o cualesquiera de los objetos antes mencionados.

Y por este medio se declara que la intención es que cada uno de los objetos especificados en cada párrafo de esta cláusula, excepto donde se especifique lo contrario, sea un objeto principal independiente y que no esté limitado o restringido de ninguna forma, ya sea por referencia o por inferencia de los términos de cualquier otro párrafo o del nombre de la LLC.

ARTÍCULO VII **INDEMNIZACIÓN**

a) Toda persona que sea o haya sido parte o que se le amenace con ser parte de o que esté involucrada en cualquier acción, juicio o proceso, fuere civil, criminal, administrativo o investigativo, como consecuencia de que ella o una persona de la cual ella sea la representante legal sea o haya sido una administradora o miembro de esta sociedad de responsabilidad limitada, o esté actuando o haya actuado a solicitud de esta sociedad de responsabilidad limitada como administradora de otra sociedad de responsabilidad limitada, o como directora, dignataria o representante de una sociedad, sociedad colectiva, empresa conjunta (*joint venture*), fideicomiso u otra empresa, será indemnizada y hasta donde sea legalmente permitido bajo las leyes del Estado Nevada, se le mantendrá libre de tiempo en tiempo de todo gasto, obligación y pérdida (incluyendo honorarios legales, sentencias, multas y sumas pagadas o pagaderas a título de arreglo) que haya incurrido razonablemente o sufrido con relación a ello. Este derecho de indemnización será considerado como un derecho contractual que dicha persona podrá hacer cumplir de la forma que desee. Este derecho de indemnización no excluirá ningún otro derecho que dichos administradores, miembros o representantes tengan o adquieran posteriormente, y sin limitar la generalidad de dicha declaración, tendrán derecho de gozar de sus respectivos derechos de



indemnización conforme al contrato operativo o cualquier otro contrato, voto de los miembros, disposición de la Ley u otro, así como sus derechos conforme a este Artículo.

b) Todo gasto que los administradores y los miembros incurran en la defensa de una acción, juicio o proceso civil o criminal como consecuencia de cualquier acto u omisión por parte de dichos administradores o miembros en el ejercicio de su cargo de administradores o miembros, será pagado por la sociedad de responsabilidad limitada según sean incurridos y con antelación al resultado final de la acción, juicio o proceso.

c) Sin limitar la aplicación de lo anterior, los miembros podrán adoptar de tiempo en tiempo una disposición en el contrato operativo con respecto a las indemnizaciones a fin de disponer en todo momento de la mayor indemnización permitida por las leyes del Estado de Nevada, y podrán procurar que esta sociedad de responsabilidad limitada adquiera y mantenga un seguro o haga cualesquiera otros arreglos financieros en nombre de cualquiera persona que sea o haya sido administradora o miembro de esta sociedad de responsabilidad limitada, actuando como miembro o administradora de otra sociedad de responsabilidad limitada, o como representante de ésta en una sociedad, sociedad colectiva, empresa conjunta (*joint venture*), fideicomiso u otra empresa, contra cualquier obligación que se le impute a dicha persona y que haya sido incurrida en toda tal calidad o que surja como resultado de dicha condición, a fin de obtener la mayor cobertura permitida por las leyes del Estado de Nevada, que esta sociedad de responsabilidad limitada tenga facultad para indemnizar a dicha persona o no.

d) La indemnización y el anticipo de gastos estipulados en este Artículo se mantendrán para una persona que ha cesado de ser miembro, administradora, empleada o agente, y redundará en beneficio de los herederos, albaceas y administradores de dicha persona.

ARTÍCULO VIII **DEVOLUCIÓN DE APOORTE**

Un miembro sólo podrá solicitar que su aporte al capital le sea devuelto en efectivo, pero la sociedad de responsabilidad limitada podrá exigirle que acepte dinero en efectivo, bienes, pagarés o cualquiera combinación de los mismos a cambio del aporte al capital del miembro.

EN TESTIMONIO DE LO CUAL, hemos firmado el presente documento este 2 de Octubre de 2008.

(fdo) (ilegible)

M.F. CORPORATE SERVICES (NEVADA) LIMITED

Suscriptor



SECRETARIO DE ESTADO
Estado de Nevada
206 North Carson Street
Carson City, Nevada 89701-4299
(775) 684 5708
Sitio web: www.nvsos.gov

**CERTIFICADO DE ACEPTACIÓN DE NOMBRAMIENTO DEL AGENTE
REGISTRADO**

OTEI TECHNOLOGIES (OTEITEC) LLC

M.F. CORPORATE SERVICES (NEVADA) LIMITED acepta por este medio nuestro
nombramiento como Agente Registrado de la Sociedad de Responsabilidad Limitada antes
referida.

Fechado este 2/10/2008.

M. F. CORPORATE SERVICES (NEVADA) LIMITED

(fdo) (ilegible)

Firma Autorizada del Agente Registrado

LO ANTERIOR ES TRADUCCIÓN FIEL Y COMPLETA DE SU ORIGINAL EN IDIOMA
INGLÉS. 10/10/2008.

NOTARIA VIGESIMA QUINTA
Certifico Que la presente copia es
Igual al original en 2 folios utiles
presentados ante mi Notaria en el
Interesado
Guayaquil

Ab. Nelson M. Gómez Maquillón
Notario Vigésima Quinto de Guayaquil (E.)



Traductor Público Autorizado
Resolución No. 521-IP-73
del 25/10/06

SECRETARY OF STATE



APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. Country: *United States of America*

This public document

2. has been signed by Sandra Kraatz
3. acting in the capacity of CERTIFICATION CLERK
4. bears the seal/stamp of STATE OF NEVADA

CERTIFIED

5. at *Carson City, Nevada, U.S.A.*
6. the TENTH DAY OF OCTOBER, 2008
7. by **ROSS MILLER**, *Secretary of State, State of Nevada, U.S.A.*
8. 2009-14-SAK
9. Seal/Stamp:

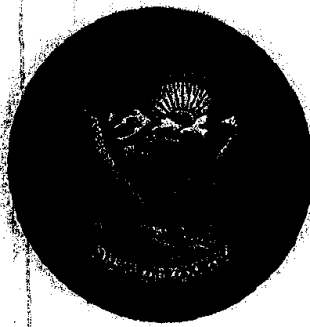
10. Signature:

ROSS MILLER
Secretary of State

By

PATRICIA ISAMAN





**STATE OF NEVADA
CHAPTER 86 OF NEVADA REVISED STATUTES**

**ARTICLES OF ORGANIZATION
OF
OTEL TECHNOLOGIES (OTETEC) LLC**

Incorporated the 6th day of October, 2008

LLC No E0634832008-7

**Organized by
M.F. CORPORATE SERVICES (NEVADA) LIMITED**





ROSS MILLER
Secretary of State
208 North Carson Street
Carson City, Nevada 89701-4299
(775) 684 8708
Website: www.nvsos.gov

Articles of Organization Limited-Liability Company

(PURSUANT TO NRS CHAPTER 86)

Filed in the office of <i>Ross Miller</i> Ross Miller Secretary of State State of Nevada	Document Number 20080663640-65 Filing Date and Time 10/06/2008 10:21 AM Entity Number E0634832008-7
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USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

1. Name of Limited-Liability Company: (must contain approved limited-liability company wording; see instructions)	OTEI TECHNOLOGIES (OTEITEC) LLC		Check box if a Series Limited-Liability Company ☐
2. Registered Agent for Service of Process: (check only one box)	☒ Commercial Registered Agent: M. F. CORPORATE SERVICES (NEVADA) LIMITED Name ☐ Noncommercial Registered Agent (name and address below) OR ☐ Office or Position with Entity (name and address below) Name of Noncommercial Registered Agent OR Name of Title of Office or Other Position with Entity 520 S. 7th Street, Suite C Las Vegas Nevada 89101 Street Address City State Zip Code 520 S. 7th Street, Suite C Las Vegas Nevada 89101 Mailing Address (if different from street address) City State Zip Code		
3. Dissolution Date: (optional)	Latest date upon which the company is to dissolve (if existence is not perpetual):		
4. Management: (required)	Company shall be managed by: ☒ Manager(s) OR ☐ Member(s) (check only one box)		
5. Name and Address of each Manager or Managing Member: (attach additional page if more than 3)	1) PLASCOT LIMITED Name Suite 13, First Floor Oliaji Trade Centre Fran Victoria, Mahe-Seychelle SC 0000000000 Street Address City State Zip Code 2) Name Street Address City State Zip Code 3) Name Street Address City State Zip Code		
6. Name, Address and Signature of Organizer: (attach additional page if more than 1 organizer)	M. F. Corporate Services (Nevada) Limited Victoria, Mahe-Seychelle SC 0000000000 Name Organizer Signature 520 S. 7th Street, Suite C Las Vegas NV 89101 Address City State Zip Code		
7. Certificate of Acceptance of Appointment of Registered Agent:	I hereby accept appointment as Registered Agent for the above named Entity. Victoria Mahe-Seychelle 10/2/2008 Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity Date		

This form must be accompanied by appropriate fees.

Nevada Secretary of State



**Limited Liability
Company
Articles of Organization
(Pursuant to NRS 86)**

ARTICLES OF ORGANIZATION

Of

OTEI TECHNOLOGIES (OTEITEC) LLC
a Nevada Limited Liability Company

M.F. CORPORATE SERVICES (NEVADA) LIMITED, pursuant to the Nevada Revised Statutes governing limited liability companies, hereby adopts the following Articles of Organization for a limited liability company:

ARTICLE I
NAME

The name of the limited liability company is **OTEI TECHNOLOGIES (OTEITEC) LLC**

ARTICLE II
REGISTERED AGENT

The name and business and mailing address of the registered agent of this limited liability company is:

M.F. Corporate Services (Nevada) Limited
520 S. 7th Street, Suite C
Las Vegas, NV 89101
e-mail: nevada@mfcorserv.com
website: www.mossfon.com

ARTICLE III
MANAGEMENT

This limited liability company shall be managed by a Management Manager. The following Management Manager shall serve until the first annual meeting of members or until its successor is elected and qualified:

Name
PLASCOT LIMITED

Address
Suite 13, First Floor
Oliaji Trade Centre
Francis Rachel Street,
Victoria, Mahe
Republic of Seychelles



ARTICLE IV
ADDITIONAL MANAGER

Additional managers may be admitted by the Members as provided in the Operating Agreement.

ARTICLE V
ORGANIZERS

The name, mailing address and business address of the organizer is:

M.F. Corporate Services (Nevada) Limited
520 S. 7th Street, Suite C
Las Vegas, NV 89101
e-mail: nevada@mfcorserv.com
website: www.mossfon.com

ARTICLE VI
OBJECTS

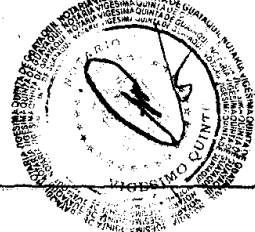
The purposes for which this limited liability company (hereinafter simply called "the LLC") is established are the following:

- (a) To buy, own, hold, subdivide, lease, sell, rent, prepare, alter, improve, operate, exploit, maintain, claim or otherwise deal with and/or develop land for any kind of agricultural, agroindustrial, stock, cattle and/or timber activities, including to grub and clear soils and/or to sow, plant, reap, harvest, fallow, transform, elaborate, trade and/or commercialize grains and all kind of vegetables, and also to fell, prune, saw, gather, transform and/or commercialize timber, as well as for tourism, country residence or sojourn purposes, and otherwise deal in real estate in all its branches, to make advances upon the security of land, real estate or other property or any interest therein, whether developed or in course of development and whether on first mortgage or charge, or subject to a prior mortgage or mortgages or charge or charges, and to exploit and/or develop land and territories as may seem expedient, suitable, convenient, advisable and/or advantageous for the business purposes of the LLC.
- (b) To buy, own, hold, subdivide, lease, sell, rent, prepare building sites, construct, reconstruct, alter, improve, decorate, furnish, operate, exploit, maintain, claim or otherwise deal with and/or develop land and buildings,



and otherwise deal in real estate in all its branches, to make advances upon the security of land or houses or other property, real estate or any interest therein, whether erected or in course of erection and whether on first mortgage or charge, or subject to a prior mortgage or mortgages or charge or charges, and to develop land and buildings as may seem expedient, suitable, convenient, advisable and/or advantageous for the business purposes of the LLC, but without prejudice to the generality of the foregoing.

- (c) To carry on the business of traders and merchants of any kind, nature or description, and the sale or rendering of related products and services, and the employment of the necessary personnel therefor.
- (d) To carry on the business of franchising; to purchase, sell, exchange, lease, manage, hold, trade, invest in all kinds of movable or immovable property, merchandise, commodities, effects, products, services of any kind, nature or description, to carry out any type of commercial or financial operation, to receive and/or pay royalties, commissions and other income or outgoings of any kind, to purchase, construct, charter, own, operate, manage, administer transport vessels of any kind and their appurtenances and related services and agencies; to sell or render related services and employ the necessary personnel therefor as may seem expedient, but without prejudice to the generality of the foregoing.
- (e) Without prejudice to the generality of the foregoing paragraphs: to carry on the business of an investment LLC and, for that purpose, to acquire (by original subscription, contract, tender, purchase or exchange underwriting) and to hold, in the name of the LLC or of any nominee, share stocks, debentures, debenture stocks, bonds, notes obligations or securities, and to subscribe for the same subject to such terms and conditions (if any) as may be thought fit.
- (f) To exercise and enforce all rights and powers conferred by or incident to the ownership of any such share stock obligations or other securities including, without prejudice to the generality of the foregoing, all such powers of veto or control as may be conferred by virtue of the holding by the LLC of some special proportion of the issued or nominal amount thereof, and to provide managerial and other executive supervisory and consultancy services for or in relation to any company in which the LLC is interested upon such terms as may be thought fit.
- (g) To buy, sell, underwrite, invest in, exchange or otherwise acquire, and to hold, manage, develop, deal with and turn to account any bonds, debentures, shares (whether fully paid or not), stock options, commodities, futures, forward contracts, notes or securities of governments, states, municipalities, public authorities or public or private limited or unlimited



companies in any part of the world, precious metals, gems, works of art and other articles of value, and whether on a cash or margin basis and including short sales, and to lend money against the security of any of the aforementioned property.

- (h) To borrow or raise money from, but not restricted to, banks by the issue of debentures, debenture stock (perpetual or terminable), bonds, mortgages, or any other securities founded or based upon all or any of the assets or property of the LLC or without any such security, and upon such terms as to priority or otherwise as the LLC shall think fit.
- (i) To engage in any other business or businesses whatsoever, or in any act or activity, which are not prohibited under any law for the time being in force in the State of Nevada, USA; and, in general terms, the LLC may carry out any lawful purpose, except insurance.
- (j) To do all such other things as are incidental to, or the LLC may think conducive to, the attainment of all or any of the above mentioned purposes.

And it is hereby declared that the intention is that each of the purposes specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be an independent main object and be in nowise limited or restricted by reference to, or inference from, the terms of any other paragraph or the name of the LLC.

ARTICLE VII INDEMNITY

- a) Every person who was or is a party, or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or a person of whom he is the legal representative is or was a manager or member of this limited liability company, or is or was serving at the request of this limited liability company as a manager of another limited liability company, or as director, officer or representative in a corporation, partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless to the fullest extent legally permissible under the laws of the State of Nevada from time to time against all expenses, liability and loss (including attorneys' fees, judgements, fines and amounts paid or to be paid in settlement) reasonably incurred or suffered by him in connection therewith. Such right of indemnification shall be a contract right which may be enforced in any manner desired by such person. Such right to indemnification shall not be exclusive of any other right which such managers, members or representatives may have or hereafter acquire and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any operating agreement or other agreement, vote of member provision of law, or otherwise, as well as their rights under this Article.



b) Expenses of managers and members incurred in defending a civil or criminal action, suit or proceeding by reason of any act or omission of such managers or members acting as a manager or member shall be paid by the limited liability company as they are incurred and in advance of the final disposition of the action, suit or proceeding.

c) Without limiting the application of the foregoing, the members may adopt a provision in the operating agreement from time to time with respect to indemnification, to provide at all time the fullest indemnification permitted by the laws of the State of Nevada, and may cause this limited liability company to purchase and maintain insurance or make other financial arrangements on behalf of any person who is or was a manager or member of this limited liability company as a member or manager of another limited liability company, or as its representative in a corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred in any such capacity or arising out of such status, to the fullest extent permitted by the laws of the State of Nevada, whether or not this limited liability company would have the power to indemnify such person.

d) The indemnification and advancement of expenses provided for in this Article shall continue for a person who has ceased to be a member, manager, employee or agent, and inures to the benefit of the heirs, executors and administrators of such a person.

ARTICLE VIII RETURN OF CONTRIBUTION

A member may only demand cash in return for his or its contribution to capital, but the limited liability company may require a member to accept cash, property, promissory notes or any combination thereof in return for the member's contribution to capital.

IN WITNESS WHEREOF, we have hereunto set our hand this 2nd day of October, 2008:

Patricia A. Aruvala

M.F. CORPORATE SERVICES (NEVADA) LIMITED
Organizer



SECRETARY OF STATE
State of Nevada
206 North Carson Street
Carson City, Nevada 89701-4299
(775) 684 5708
Website: www.nvsos.gov

**CERTIFICATE OF ACCEPTANCE OF
APPOINTMENT OF THE REGISTERED AGENT OF**

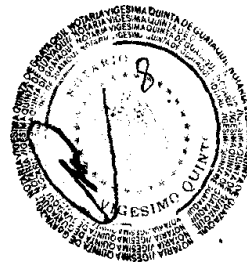
OTEI TECHNOLOGIES (OTETEC) LLC

In the matter of this, **M.F. CORPORATE SERVICES (NEVADA) LIMITED** hereby
accepts our appointment as Registered Agent for the above named Limited Liability
company.

Dated this 2nd day of October, 2008.

M. F. CORPORATE SERVICES (NEVADA) LIMITED

Patricia J. Jaramila
Authorized Signature of Registered Agent



ESPACIO
PREMIER
BLANCO

SECRETARY OF STATE



APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. Country: *United States of America*

This public document

2. has been signed by *Sandra Kraatz*

3. acting in the capacity of *CERTIFICATION CLERK*

4. bears the seal/stamp of *STATE OF NEVADA*

CERTIFIED

5. at *Carson City, Nevada, U.S.A.*

6. the *TENTH DAY OF OCTOBER, 2008*

7. by *ROSS MILLER, Secretary of State, State of Nevada, U.S.A.*

8. 2009-13-SAK

10. Signature:

9. Seal/Stamp:



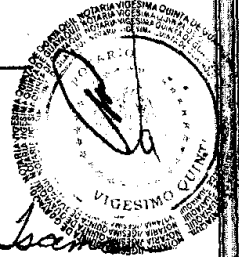
By

ROSS MILLER
Secretary of State

A handwritten signature in cursive script, appearing to read "Ross Miller", written over a horizontal line.

PATRICIA ISAMAN

A handwritten signature in cursive script, appearing to read "Patricia Isaman", written below the printed name.



STATE OF NEVADA

ROSS MILLER
Secretary of State



SCOTT W. ANDERSON
Deputy Secretary
for Commercial Recordings

OFFICE OF THE
SECRETARY OF STATE

Certified Copy

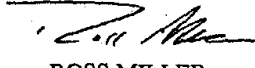
October 10, 2008

Job Number: C20081007-1635
Reference Number: 20080663641-76
Expedite:
Through Date:

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State's Office, Commercial Recordings Division listed on the attached report.

Document Number(s)	Description	Number of Pages
20080663640-65	Articles of Organization	7 Pages/1 Copies

Respectfully,


ROSS MILLER
Secretary of State


Certified By: Sandra Kraatz
Certificate Number: C20081007-1635
You may verify this certificate
online at <http://www.nvsos.gov/>

NOTARIA VIGESIMA QUINTA
La presente copia es
fidel al original en 10 folios utiles
presentados ante mi y devueltos al
interesado
Guayaquil 25 OCT 2012


Ab Nelson M. Gomez Maquilón
Notario Vigésimo Quinto de Guayaquil (E)

Commercial Recording Division
202 N. Carson Street
Carson City, Nevada 89701-4069
Telephone (775) 684-5708
Fax (775) 684-7138

