

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

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.

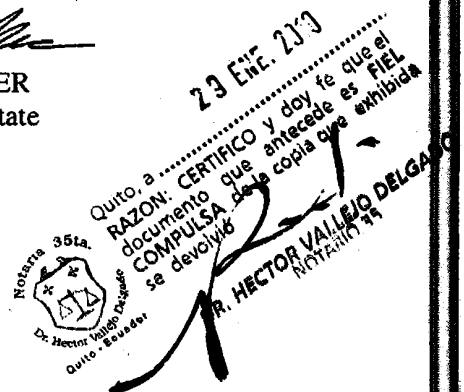
I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **BATHGATE PROPERTIES LTD.**, as a limited liability company duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since September 30, 2008, and is in good standing in this state.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on November 3, 2009.


ROSS MILLER
Secretary of State

Certified By: Chris Thomann
Certificate Number: C20091028-2343
You may verify this certificate
online at <http://www.nvsos.gov/>



CERTIFICATE OF INCUMBENCY

We, **M.F. CORPORATE SERVICES (NEVADA) LIMITED**, Registered Agent of **BATHGATE PROPERTIES LTD.** (the "LLC"), do hereby certify the following:

1. That **BATHGATE PROPERTIES LTD.** is a Limited Liability Company numbered **E0624482008-2**, existing under the Laws of the State of Nevada, incorporated on the 30th September, 2008.
2. That according to our files the present Manager of the LLC is:
PLASCOT LIMITED
3. That according to our files the present Member of the LLC is:

Miembro	Certificado de Membrecía	Fecha de emisión	Porcentaje de Membrecía
WELLARD FOUNDATION	2	20 de febrero de 2009	100%

WELLARD FOUNDATION, a Panamanian Private Foundation with domicile at **Mossfon Building**, Second floor, East 54th Street, Panama, Republic of Panama

4. That these appointments remain in full force and effect.
5. That according to Articles 6 of the Company's Operating Agreement, the Managers shall have full right, power and authority to do all things deemed necessary or desirable by them, in their reasonable discretion, to conduct the business, affairs and operations of the LLC.

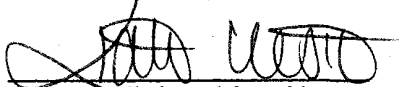
Adopted and signed this 16th day of November, 2009.

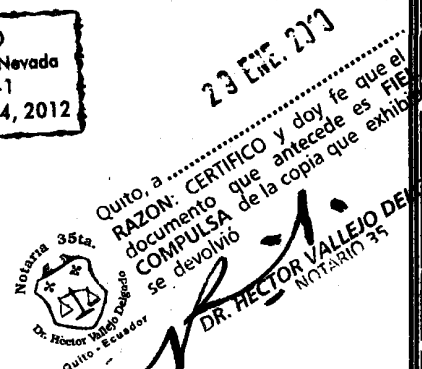
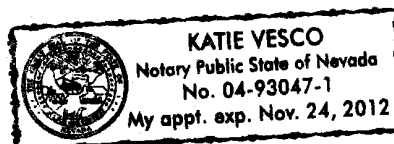

Patricia Amunategui - Secretary
M.F. CORPORATE SERVICES (NEVADA) LIMITED
Registered Agent

ACKNOWLEDGMENT

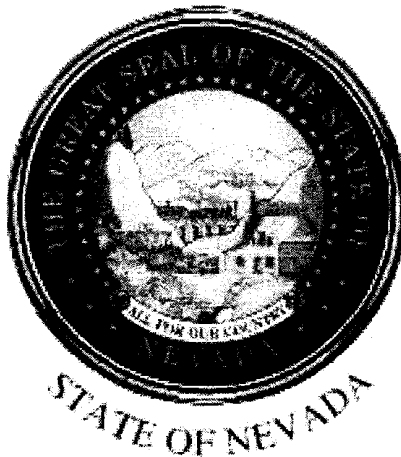
STATE OF NEVADA)
)SS
COUNTY OF CLARK)

On this 16th day of November, 2009 before me the undersigned, a Notary Public in and for said County and State, personally appeared Patricia Veronica Amunategui, known to me or proved to me to be the person described in and who executed the foregoing instrument who acknowledged to me that she executed the same freely and voluntarily and for the purpose therein mentioned.


Notary Public in and for said
County and State



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 CHRIS THOMANN

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 THIRD DAY OF NOVEMBER, 2009

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

8. 2010/133/CT

10. Signature:

9. Seal/Stamp:



By

Christine Rakow
Christine Rakow

ROSS MILLER
Secretary of State

Notaria 35ta.
Quito, a 23 ENE. 2009
RAZON: CERTIFICO y doy fe que el documento que antecede es FIEL
COMPULSA de la copia que exhibida se devolvió
DR. HECTOR VALLEJO DELGADO
NOTARIO 35

TRADUCCIÓN

CERTIFICADO DEL AGENTE REGISTRADO

Nosotros, **MF. CORPORATE SERVICES (NEVADA) LIMITED**, Agente Residente de BATHGATE PROPERTIES LTD. (la "LLC"), por este medio certificamos lo siguiente:

1. Que BATHGATE PROPERTIES LTD. es una Compañía de Responsabilidad Limitada, con el número E0624482008-2, constituida conforme a las Leyes del Estado de Nevada el 30 de septiembre de 2008.
2. Que de acuerdo con nuestros registros el actual Administrador de la LLC es:

PLASCOT LIMITED

3. Que de acuerdo con nuestros registros el actual Miembro de la LLC es:

Miembro	Certificado de Membrecía	Fecha de emisión	Porcentaje de Membrecía
WELLARD FOUNDATION	2	20 de febrero de 2009	100%

WELLARD FOUNDATION, una fundación de interés privado panameña con domicilio en el Edificio Mossfon, Segundo piso, Calle 54 Este, Panamá, Republica de Panamá

4. **Que estos nombramientos están vigentes.**
5. Que el Artículo 6 del Contrato Operativo dispone que el Administrador tendrá pleno derecho, poder y autoridad para hacer todas las cosas que considere necesarios o deseables, a su discreción razonable, para dirigir el negocio, los asuntos y las operaciones de la LLC.

Firmado este día 16 de noviembre de 2009

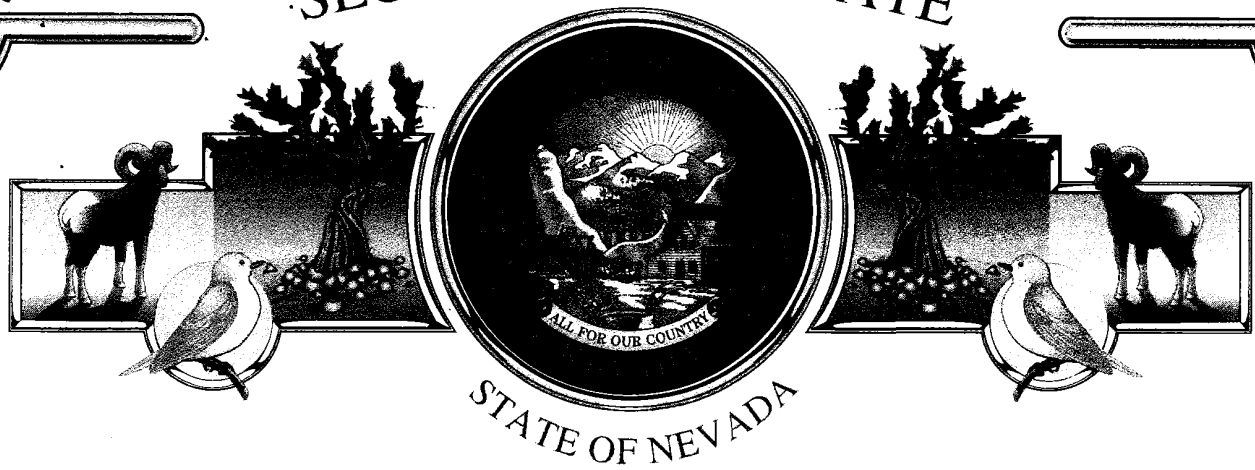
(fdo.)(ilegible)

Patricia Amunategui - Secretaria
M.F. CORPORATE SERVICES (NEVADA) LIMITED
Agente Registrado

23 EN. 233
Quito, a
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DR. HECTOR VALLEJO DELGADO
NOTARIO 35

LO ANTERIOR ES TRADUCCIÓN FIEL Y COMPLETA DE SU ORIGINAL EN IDIOMA INGLÉS. PANAMÁ, 16 DE NOVIEMBRE DE 2009.

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 **KATIE VESCO**

3. acting in the capacity of **NOTARY PUBLIC STATE OF NEVADA**

4. bears the seal/stamp of **KATIE VESCO**
CERTIFIED

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

6. the **FOURTEENTH DAY OF DECEMBER, 2009**

7. by **Ross Miller**, Secretary of State, State of Nevada, U.S.A.

8. Number **131265**

9. Seal/Stamp:



10. Signature:

23 DEC. 2009
Quito, a
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documento que antecede es FIEL
COMPULSA de la copia que exhibida
se devolvio
Notario 35ta.
Hector Vallejo Delgado
NOTARIO 35

Ross Miller
Secretary of State

E. Della Pietra
E. DELLA PIETRA
Certification Clerk