

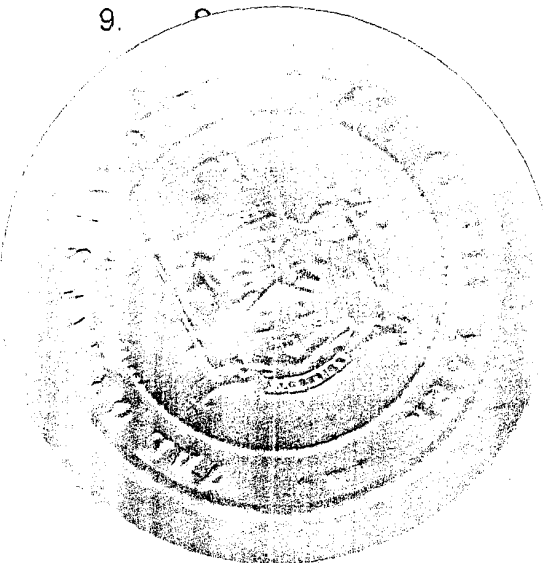
Apostille

(Convention de La Haye du 5 Octobre 1961)



1. Country: United States of America
This public document
2. has been signed by **Norman Goodman**
3. acting in the capacity of **County Clerk**
4. bears the seal/stamp of the county of **New York**

Certified

5. At New York, New York
6. the 30th day of December 2009
7. by Secretary of State, State of New York
8. No. NYC-10732516A
9. 
10. Signature

Lorraine Cortes Vazquez

Lorraine Cortes Vazquez
Secretary of State



CERTIFICATE OF INCUMBENCY

GOLDEN SOUTH GROUP LLC (the "Company")

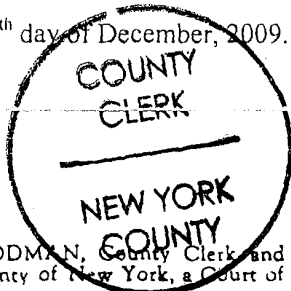


The undersigned, in its capacity as organizer of the Company, and further based on the records of the Company, hereby

AFFIRMS:

1. That the Company has been validly incorporated as a legal entity under the laws of New York, and the Company is currently in good standing at the registration authority.
2. That the legal form of the Company is Limited Liability Company.
3. That the Company was incorporated on November 21, 2006 under microfiche number F061121000851.
4. That the Manager of the Company to date is:
 - Cynthia de Raveneau
At 53rd E Street, Urbanización Marbella, MMG Tower, 16th Floor, Panama, Republic of Panama
5. That the Member of the Company to date is:
 - GOLDEN SOUTH HOLDINGS LLC
At Nicanor A. de Obarrio Avenue, 50th Street, Credicorp Bank Plaza, 26th Floor.
Panamá, República de Panamá
6. That the address for service of process accepted on behalf of the Company is in care of International Corporate Consultants, Inc., 509 Madison Avenue, Suite 2002, New York, NY 10022.

Dated this 30th day of December, 2009.



[Signature]

its, Inc.

State of New York }
County of New York, } ss.:

752871 Form 1

I, NORMAN GOODMAN, County Clerk and Clerk of the Supreme Court of the State of New York, in and for the County of New York, a Court of Record, having by law a seal,

DO HEREBY CERTIFY pursuant to the Executive Law of the State of New York, that

Tan Kowalczyk

whose name is subscribed to the annexed affidavit, deposition, certificate of acknowledgment or proof, was at the time of taking the same a NOTARY PUBLIC in and for the State of New York duly commissioned, sworn and qualified to act as such; that pursuant to law, a commission or a certificate of his official character, with his autograph signature has been filed in my office; that at the time of taking such proof, acknowledgment or oath, he was duly authorized to take the same; that I am well acquainted with the handwriting of such NOTARY PUBLIC or have compared the signature on the annexed instrument with his autograph signature deposited in my office, and I believe that such signature is genuine.

IN WITNESS WHEREOF, I have hereunto set my hand affixed my official seal this

FEE PAID \$3.00

DEC 30 2009

[Signature]
County Clerk and Clerk of the Supreme Court, New York County



Yo, Dra. JENNY OYAGUE BELTRAN, _Notaria Sexta del Cantón Guayaquil en ejercicio a la atribución que me confiere el Numeral 5 del art. 18 de la Ley Notarial, agregado por el Decreto Supremo 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 con el documento que se me ha exhibido en. Dos fojas útiles y que otra fotocopia con la nota respectiva la he incorporado en el Libro de Diligencias que en efecto se lleva en la notaria a mi cargo.

Guayaquil, 18 de Febrero 2010


Dra. Jenny Oyague Beltrán
Notaria Sexta

