

**TERRITORY OF THE BRITISH VIRGIN ISLANDS
THE BVI BUSINESS COMPANIES ACT 2004 (as amended)**

CERTIFICATE OF INCUMBENCY

QUALA INC.
(“the Company”)

We, **MORGAN & MORGAN TRUST CORPORATION LIMITED**, a company incorporated under the laws of the British Virgin Islands and holding a general trust license under the Banks and Trust Companies Act, 1990 (as amended) of the said laws, as Registered Agent of **QUALA INC., formerly MENDARA INTERNATIONAL, INC.**, a company duly incorporated in the British Virgin Islands as an International Business Company under Company Number **115089** on the **18th day of April, 1994** and automatically re-registered as a BVI Business Company on the 1st day of January, 2007, **do hereby certify that:**

1. Morgan & Morgan Trust Corporation Limited is the Registered Agent and provides Registered Office services for the Company. The Registered Office of the Company is at Pasea Estate, Road Town, Tortola, British Virgin Islands.
2. According to the records available at the Registered Office of the Company, the Company is duly incorporated, validly existing and in good standing under the laws of the British Virgin Islands.
3. The Authorized Capital of the Company is **US\$50,000.00** divided into **5,000,000** shares with a par value of **US\$0.01** each.
4. According to the register of members maintained at the Registered Office of the Company, the following are the shareholders of the Company:

<u>NAME</u>	<u>CITIZENSHIP</u>	<u>MARITAL STATUS</u>	<u>DOMICILE</u>
Pampas Holdings Inc.	British		Pasea Estate, Road Town, Tortola, Bristish Virgin Island
Ibiza Invest & Trade Inc.	British		Pasea Estate, Road Town, Tortola, Bristish Virgin Island
Cocogrove Enterprises, British Inc.			Pasea Estate, Road Town, Tortola, Bristish Virgin Island

Fundación Bios	Panamanian		Calle 54, Urbanización Marbella, Edificio Mossfon, Panama
Jacques Courtois	Canadian	Married	Carrera 7 No.93A-05, Torre 1 Apto. 601, Bogota, Colombia
Julio C. Giraldo A.	Colombian	Married	Calle 146ª No.56-66, Casa 5, Bogota, Colombia
Mauricio Mejia F.	Colombian	Married	Transversal 13, No.12-20, Interior 1 Apto. 613, Bogota, Colombia
Juan F. Garcia A.	Colombian	Married	Carrera 68D No.39F 51 sur, Bogota, Colombia
Maria V. Serrano F.	Colombian	Married	Calle 137A, No. 72A 65, Casa 11 Refugio Gratamira 1, Bogota, Colombia
Tamaira E. Cubillos M.	Colombian	Married	Diagonal 138 No. 73-52, Casa 38, Bogota, Colombia
Andres Leal F.	Colombian	Married	Calle 121 No.3A-20 Apto.703, Bogota, Colombia
Santiago Velez P.	Colombian	Married	Carrera 68D No.39F 51 Sur, Bogota, Colombia
Jose Moreno A.	Peruvian	Married	Carrera 6 No.91-35 Apto. 804, Bogota, Colombia

Gustavo A. Vergara C.	Colombian	Married	Carrera 68D No.39F 51 Sur, Bogota, Colombia
Jorge A. Pinzón V.	Colombian	Married	Carrera 6 No. 91-35, Apto. 804, Bogota, Colombia
Luis F. Lopez M.	Colombian	Married	Transversal 23 No.95-06, Apto. 504, Bogota, Colombia

Dated this 15th day of September, 2009.


MORGAN & MORGAN TRUST CORPORATION LIMITED
REGISTERED AGENT
Albalyra Morales Chandeck
Authorized Signatory

Yo, **BIOMEDES EDGARDO CERRUD**, Notario Público Quinto
del Circuito de Panamá, con Cédula Número 8-171-301

CERTIFICO:

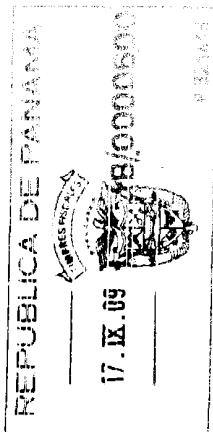
Que dada la certeza de la identidad de (los) sujetos(s) que
firmó (firmaron) el presente documento, su(s) firma(s) es (son)
auténtica(s).

Panamá

17 SEP 2009


LCDO. Biomedes Edgardo Cerrud
Notario Público Quinto





APOSTILLE

Convention de la Haye du 5 octobre 1961

1 País PANAMA

El presente documento público

2 ha sido firmado por Diomedes Cuad

3 quien actúa en calidad de clero

4 y está revestido del sello/timbre de 4

CERTIFICADO

17 SEP 2009

6 EN Panamá

6 el día

7 por DIRECCIÓN ADMINISTRATIVA

8 Bajo el número 45/21

9 Sello/timbre

10 Firma

Gabriel J. Jara

Esta Autorización no
implica responsabilidad
en cuanto al contenido
del documento.

