



APOSTILLE

(Convention de La Haye du 5 octobre 1961)

ESCANEAR

1. Country: United States of America

2. This public document has been signed by JOHN ARRIOLA

3. acting in the capacity of COUNTY CLERK OF DAVIDSON COUNTY, TENNESSEE

4. bears the seal/stamp of COUNTY SEAL OF DAVIDSON COUNTY, TENNESSEE

Certified

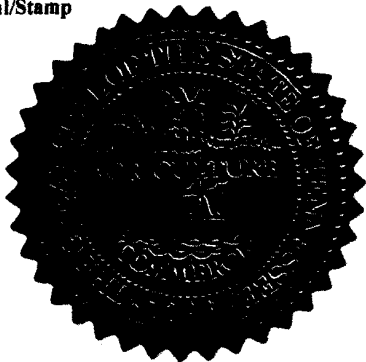
5. at Nashville, Tennessee

6. the Tuesday, February 15, 2011

7. by TRE HARGETT, SECRETARY OF STATE, STATE OF TENNESSEE

8. No. 11-1609

9. Seal/Stamp

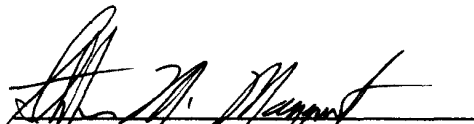


10. Signature

Tre Hargett
al




I certify that this is a true and accurate copy of the Joint Actions of Shareholders and Board of Directors of Pinnacle International Corporation dated January 10, 2011.


STEPHEN M. MAGGART

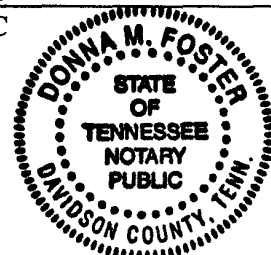
STATE OF TENNESSEE
COUNTY OF Davidson

On this 15th day of February, 2011, before me, a Notary Public, STEPHEN M. MAGGART, the declarant, personally appeared and are personally known to me (or proved to me on the basis of satisfactory evidence, to be the persons whose names are subscribed to this instrument) and acknowledged that they executed it. I declare under penalty of perjury that the persons whose names are subscribed to this instrument appear to be of sound mind and under no duress, fraud, or undue influence.


NOTARY PUBLIC

My commission expires:

March 3, 2014



My Commission Expires MAR. 3, 2014

**JOINT ACTION OF SHAREHOLDERS AND
BOARD OF DIRECTORS
OF**

PINNACLE INTERNATIONAL CORPORATION

***Taken by Unanimous Written Consent
In Lieu of an Annual Meeting***



Pursuant to the Tennessee Business Corporation Act and the By-Laws of the corporation, we, the undersigned, being all the shareholders and directors of the corporation, do hereby unanimously consent to taking this action without a meeting, hereby adopt the following resolutions as the joint action of the shareholders and board of directors of the corporation in lieu of an annual meeting and direct that this written consent be filed with the proceedings of the corporation:

RESOLVED, that the reports filed from the officers as to the result of operations during 2010 are hereby accepted and approved; and

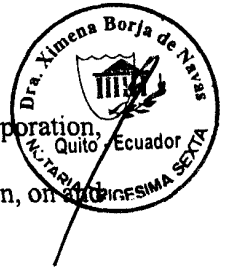
RESOLVED, FURTHER, that Steve Maggart and Gary A. Neill are hereby elected to serve as directors of the corporation, each to serve from the effective date of this action, pursuant to the terms of the corporation's By-Laws and until the next annual meeting of the shareholders or until his removal or resignation, whichever comes earlier;

RESOLVED, FURTHER, that Steve Maggart and/or Gary A. Neill are authorized to execute any and all documents necessary for the operations of the business, including Bank resolutions, notes, assignments, contracts, including insurance contracts and assignments thereof, certifications, etc.

RESOLVED, FURTHER, that each of the following persons is hereby elected to serve as an officer of the corporation, each to serve in the capacity set out to the right of his name:

<u>Name</u>	<u>Office</u>
Steve Maggart	President and CEO
Gary A. Neill	Vice President and Secretary
Joe Crow	Vice President and Assistant Secretary

RESOLVED, FURTHER, that each of the above named persons shall serve from the effective date of this action, pursuant to the terms of the By-Laws, until the next annual meeting of directors or until his removal or resignation, whichever comes earlier.



WITNESS the consent of all the shareholders and the entire Board of Directors of the corporation,
each, who by his signature casts his affirmative vote for adoption of the resolutions set forth herein, on
as of the 10th day of January, 2011.

SHAREHOLDERS:


STEVE MAGGART


GARY A. NEILL

BOARD OF DIRECTORS:


STEVE MAGGART


GARY A. NEILL

(smm/pinnacle/Annual Meeting)

STATE OF TENNESSEE

COUNTY OF DAVIDSON

SS



I, **John Arriola**, Clerk of Davidson County, Tennessee having a seal, do hereby certify that Donna M. Foster

whose name is subscribed to the affidavit or certificate of the proof of acknowledgement of the annexed instrument, and thereon written, was, at the time of taking such affidavit, proof, or acknowledgement, A Notary Public for the State of Tennessee,, commissioned and sworn, and duly authorized under the laws of Tennessee to take the same, and duly authorized to take and certify the acknowledgement and proof of deeds to be recorded in this State. And I do further certify that I am well acquainted with the handwriting of such Notary, and verily believe that the signature to said affidavit, or certificate of proof, or acknowledgement, is genuine; that said Notary's commission is dated 03/03/2010 and expires 03/03/2014.

And I do further certify that under the Laws of Tennessee, impressions of the seal of Notaries Public are not required to be filed with the County Clerk or with the Clerk of the County Court.

Witness my hand and seal of said office,
at Nashville, Tennessee, this 15th day of February, 2011.

John Arriola, Clerk
by Jessica Stewart, D.C.

NOTARIA TRIGESIMA SEXTA.- Ed
aplicación a la Ley Notarial DOY
FE que la fotocopia que antecede está
conforme con el documento que me fue
presentado en: 5 Foja(s): útiles



Quito a, **12 Abr 2012**

Ximena Borja de Nolasco
Dra. Ximena Borja de Nolasco
NOTARIA TRIGESIMA SEXTA
DEL CANTON QUITO