

State of Delaware
Secretary of State
Division of Corporations
Delivered 06:46 PM 12/07/2009
FILED 06:46 PM 12/07/2009
SRV 091076398 - 8761513 FILE

CERTIFICATE OF FORMATION

OF

MEGAHOLDINGS LIMITED GROUP LLC

The undersigned, an authorized natural person, for the purpose of forming a Limited Liability Company (hereinafter called the "company"), under the provisions and subject to the requirements of the Delaware Limited Liability Company Act, hereby certifies that:

1. The name of the Limited Liability Company is **MEGAHOLDINGS LIMITED GROUP LLC**
2. The address of the registered office and the name and the address of the registered agent of the Limited Liability Company required to be maintained by Section 18-104 of the Delaware Limited Liability Company Act are National Registered Agents, Inc., 160 Greentree Drive, Suite 101, Dover, Kent County, Delaware 19904.
3. The period of duration of the Limited Liability Company is perpetual.
4. The company is to be managed by one or more managers. The company will have one or more Members.
5. The business purpose for which the company is formed is to engage in any and all lawful business purposes authorized under the Laws of the State of Delaware. Nonetheless, the company will be able to carry any business activities it deems proper and that are not illegal elsewhere in the world, such as:
 - a) Invest, gather or subscribe the necessary capital to promote, establish or develop enterprises and business, especially to invest and enter into companies rendering postal services worldwide, in any fashion, including the custody of mail boxes, the receipt, distribution and delivery of mail, and any other services involved within.
 - b) To subscribe or promote subscription, buy, possess, hold, acquire by any other means and sell, negotiate, guarantee, assign, exchange and transfer by any other means, capital shares, credits, obligations, securities, debentures, certificates of partnership and any other title or document of any private, public or semi-public corporation or judicial person and while being owner of same, possess and exercise all the corresponding rights and privileges.

- c) To execute all kinds of contracts, for itself or others and specially trust contracts and for the administration of stocks, credits, obligations, securities, debentures, certificates of partnership and any other title or document of any corporation or juridical persons.
 - d) To purchase or sell, charter, sail or operate ships and vessels, as well as to execute all kinds of marine contracts.
 - e) Purchase or sell personal properties or real estate, as well as any kinds of merchandise on his its account or for third parties.
 - f) To do and perform all and everything necessary for the attainment of any of the purposes stated in its Certificate of Formation or any amendment of the same or whatever is necessary or convenient for the protection and benefit of the corporation; and,
 - g) To carry on any lawful business whether or not such business is set forth in its Certificate of Formation or in any amendment thereof.
6. The Limited Liability Company shall have all such powers as are permitted by law for the time being in force in the State of Delaware, to perform all acts and engage in all activities necessary or conducive to the conduct or attainment of the objects of the company.
7. There are no limitations on the authority of members of the company to bind the company.
8. The personal liability of all the members of the LLC is hereby eliminated to the fullest extent allowed as provided by the Delaware Limited Liability Company Act, as the same may be supplemented and amended.

Executed on December 4, 2009


Melissa Terpelden, Authorized Person

Delaware

The First State

PAGE 2

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "MEGAHOLDINGS LIMITED GROUP LLC" FILED IN THIS OFFICE ON THE SEVENTH DAY OF DECEMBER, A.D. 2009, AT 6:46 O'CLOCK P.M.



4761513 81000

091076390

You may verify this certificate online
at corp.delaware.gov/authver.shtml

Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7682382

DATE: 12-07-09

Yo Sr. EDUARDO FALQUEZ AYALA, Notario del cantón
Guayaquil, en Ejercicio de la atribución que me confiere
el Numero 5 de art. 18 de la Ley Notarial agregado por
el Decreto Supremo No. 2380 del 31 de Marzo de 1978
publicado en el R. O. No. 564 del 12 de Abril del mismo
año Doy fé. Que la fotocopia que antecede es exacta y
conforme del documento que se me ha exhibido en 3
fojas útiles y que otra fotocopia con la nota respectiva
la he incorporado en el libro de Diligencias que al
efecto se lleva en la Notaría a mi cargo,

Guayaquil, _____

01 FEB 2011

AB. EDUARDO FALQUEZ AYALA
NOTARIO SEPTIMO