BRAVE SPIRIT LTD.
(the "Company")

Appointment of First Director
of the Company dated the
19th day of October, 2007

Commonwealth Trust Limited, being the Registered Agent of the Company, in accordance with the powers given by the Articles of Association of the Company and having the power to appoint the first directors of the Company, does hereby resolve that the following be and hereby is appointed director of the Company:

MORIS BERACHA

Maureen Lettsome
Authorized Signatory, for and on behalf of
Commonwealth Trust Limited

RESOLUTION OF THE SOLE DIRECTOR

OF

BRAVE SPIRIT LTD.

The undersigned, being the Sole Director of **Brave Spirit Ltd.** a Company organized as a Business Company under the laws of the British Virgin Islands (the "Company") DOES HEREBY ADOPT the following resolutions taken without a meeting, this instrument is to have the same force and effect as if the actions herein referred to had been taken at a timely called and duly held meeting of the Directors of the Company, and directs that this resolution be filed with the minutes of the proceedings of the Directors of the Company:

1. That the Sole Director acknowledges the Memorandum of Association and the Articles of Association of the Company as filed with the Registrar of Companies, together with a copy of the Certificate of Incorporation of the Business Company as issued in the Territory of the British Virgin Islands.

2. That the Registered Agent for the Company be Commonwealth Trust Limited, Drake Chambers, P.O. Box 3321, Road Town, Tortola, British Virgin Islands.

3. That the Registered Office of the Company be at the premises of Commonwealth Trust Limited, Drake Chambers, Tortola, British Virgin Islands.

4. That the Seal embossed with the full name of the Company, a copy of which is embossed in the margin below, be adopted as the Corporate Seal of the Company.

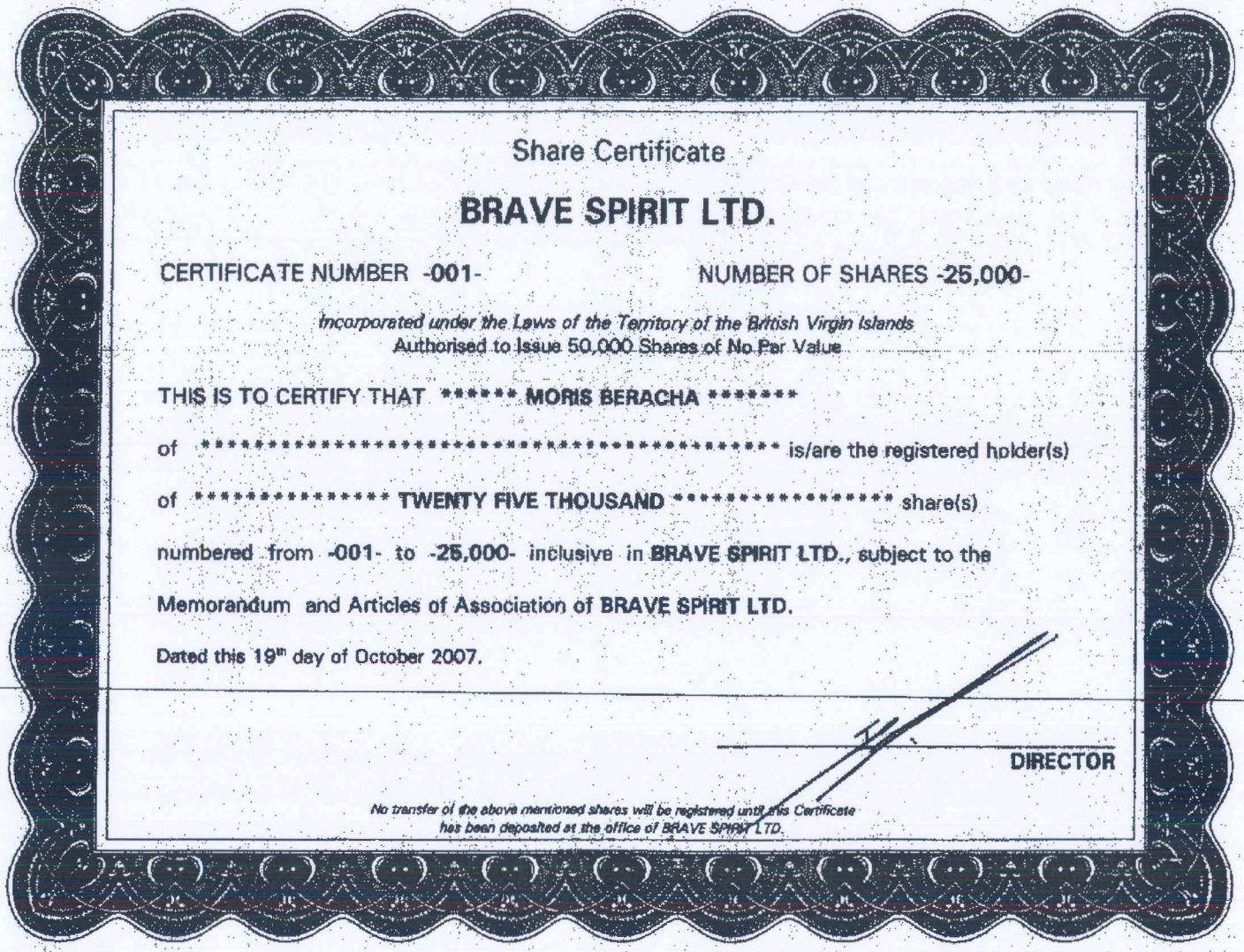
5. That the Company issues 50,000 shares of $1.00 each in consideration for services, cash, and other good and valuable consideration contributed to the Company, the receipt and sufficiency of which is hereby acknowledged.

6. That the Director of the Company be and hereby is authorized to issue under the Seal of the Company the following shares certificate:

Holder	Number of Shares	Certificate Number
Moris Beracha	-25,000-	-001-
Adriana Beracha	-6,250-	-002-
Alan Beracha	-6,250-	-003-
Alexandra Beracha	-6,250-	-004-
Andre Beracha	-6,250-	-005-

Adopted and signed this 19th day of October 2007.

Moris Beracha
SOLE DIRECTOR



Share Certificate

BRAVE SPIRIT LTD.

CERTIFICATE NUMBER -001- NUMBER OF SHARES -25,000-

Incorporated under the Laws of the Territory of the British Virgin Islands
Authorised to Issue 50,000 Shares of No Par Value

THIS IS TO CERTIFY THAT ****** **MORIS BERACHA** *******

of ********** is/are the registered holder(s)

of ********** **TWENTY FIVE THOUSAND** ********** share(s)

numbered from -001- to -25,000- inclusive in **BRAVE SPIRIT LTD.**, subject to the

Memorandum and Articles of Association of **BRAVE SPIRIT LTD.**

Dated this 19th day of October 2007.

DIRECTOR

No transfer of the above mentioned shares will be registered until this Certificate has been deposited at the office of BRAVE SPIRIT LTD.

Share Certificate

BRAVE SPIRIT LTD.

CERTIFICATE NUMBER -002- NUMBER OF SHARES -6,250-

Incorporated under the Laws of the Territory of the British Virgin Islands
Authorised to Issue 50,000 Shares of No Par Value

THIS IS TO CERTIFY THAT ****** ADRIANA BERACHA *******

of ********** is/are the registered holder(s)

of ********** SIX THOUSAND TWO HUNDRED FIFTY ********** share(s)

numbered from -25,001- to -31,250- inclusive in **BRAVE SPIRIT LTD.**, subject to the Memorandum and Articles of Association of **BRAVE SPIRIT LTD.**

Dated this 19th day of October 2007.

DIRECTOR

No transfer of the above mentioned shares will be registered until this Certificate has been deposited at the office of BRAVE SPIRIT LTD.

Share Certificate

BRAVE SPIRIT LTD.

CERTIFICATE NUMBER -003- NUMBER OF SHARES -6,250-

Incorporated under the Laws of the Territory of the British Virgin Islands
Authorised to Issue 50,000 Shares of No Par Value

THIS IS TO CERTIFY THAT ****** ALAN BERACHA *******

of ********** is/are the registered holder(s)

of ********** SIX THOUSAND TWO HUNDRED FIFTY ********** share(s)

numbered from -31,251- to -37,500- inclusive in **BRAVE SPIRIT LTD.**, subject to the

Memorandum and Articles of Association of **BRAVE SPIRIT LTD.**

Dated this 19th day of October 2007.

DIRECTOR

No transfer of the above mentioned shares will be registered until this Certificate has been deposited at the office of BRAVE SPIRIT LTD.

Share Certificate

BRAVE SPIRIT LTD.

CERTIFICATE NUMBER -004- NUMBER OF SHARES -6,250-

Incorporated under the Laws of the Territory of the British Virgin Islands
Authorised to Issue 50,000 Shares of No Par Value

THIS IS TO CERTIFY THAT ****** ALEXANDRA BERACHA *******

of ********** is/are the registered holder(s)

of ********** SIX THOUSAND TWO HUNDRED FIFTY ********** share(s)

numbered from -37,501- to -43,750- inclusive in **BRAVE SPIRIT LTD.**, subject to the Memorandum and Articles of Association of **BRAVE SPIRIT LTD.**

Dated this 19th day of October 2007.

DIRECTOR

No transfer of the above mentioned shares will be registered until this Certificate has been deposited at the office of BRAVE SPIRIT LTD.

Share Certificate

BRAVE SPIRIT LTD.

CERTIFICATE NUMBER -005- NUMBER OF SHARES -6,250-

Incorporated under the Laws of the Territory of the British Virgin Islands
Authorised to Issue 50,000 Shares of No Par Value

THIS IS TO CERTIFY THAT ****** ANDRE BERACHA *******

of ********** is/are the registered holder(s)

of ********** SIX THOUSAND TWO HUNDRED FIFTY ********** share(s)

numbered from -43,751- to -50,000- inclusive in **BRAVE SPIRIT LTD.**, subject to the Memorandum and Articles of Association of **BRAVE SPIRIT LTD.**

Dated this 19th day of October 2007.

DIRECTOR

No transfer of the above mentioned shares will be registered until this Certificate has been deposited at the office of BRAVE SPIRIT LTD.

Commonwealth Trust Limited

P.O. Box 3321 • Road Town, Tortola • British Virgin Islands • Tel. +1(284)494-4541 • Fax +1(284)494-3016 • info@ctl.vg

From: Commonwealth Trust Limited
Re: Impression of Corporate Seal of BRAVE SPIRIT LTD.
Date: 19th day of October, 2007

Section 102(2) of the BVI Business Companies Act requires the registered office to maintain in its files an impression of the corporate seal. Upon purchase of a corporate seal for the company, kindly make an impression in the margin below and return this page via registered air mail to:

Commonwealth Trust Limited
P.O. Box 3321
Road Town, Tortola
British Virgin Islands

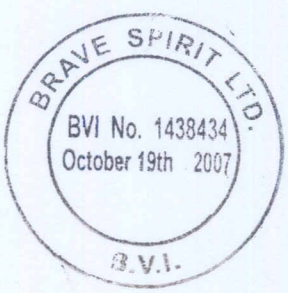
As you know, we are also required by BVI law to keep a copy of the Register of Directors and Register of Members (shareholders) for each BVI company. Please provide us with a copy of this register when the company first issues shares and advise the client that the share register held by us should be updated if new shares are issued or shares change ownership.

Thank you in advance for your kind assistance.

Impression of the Corporate Seal

of

BRAVE SPIRIT LTD.



Register of Members of BRAVE SPIRIT LTD.

Number of Certificate	NAME OF MEMBER	ADDRESS	Number of Shares	DATE OF ENTRY	Date When Ceased to be Member	Redemption Number of Shares Day/Month/Year
-1-	**MORIS BERACHA**	Calle Oriente, Qta. Villajoyosa, Urb. Alto Hatillo, Caracas, Venezuela.	-25,000-	October 19th, 2007		
-2-	**ADRIANA BERACHA**	Res. La Arbolada, Apt. 122B. 1era. Av. De Santa Eduvigis Urb. Sebucan, Caracas, Venezuela.	-6,250-	October 19th, 2007		
-3-	**ALAN BERACHA**	Calle Oriente, Qta. Villajoyosa, Urb. Alto Hatillo, Caracas, Venezuela.	-6,250-	October 19th, 2007		
-4-	**ALEXANDRA BERACHA**	Calle Oriente, Qta. Villajoyosa, Urb. Alto Hatillo, Caracas, Venezuela.	-6,250-	October 19th, 2007		
-5-	**ANDRE BERACHA**	Calle Oriente, Qta. Villajoyosa, Urb. Alto Hatillo, Caracas, Venezuela.	-6,250-	October 19th, 2007		

Register of Directors of BRAVE SPIRIT LTD.

NAME OF DIRECTORS	ADDRESS	OCCUPATION	Date of Election	Date When Ceased to be Director	REMARKS
MORIS BERACHA	Calle Oriente, Qta. Villajoyosa, Urb. Alto Hatillo, Caracas, Venezuela.	Director	October 19th, 2007		

INCUMBENCY CERTIFICATE

We, Commonwealth Trust Limited of P. O. Box 3321, Road Town, Tortola, British Virgin Islands, being the duly appointed Registered Agent of **BRAVE SPIRIT LTD.** (hereinafter the "Company"), do hereby confirm that as of the date of this Certificate:

1. The Company is in good legal standing.

2. The Company was incorporated in the British Virgin Islands under the BVI Business Companies Act, 2004 on the 19th day of October, 2007, as BC N°. 1438434.

3. The Registered Office address of the Company is at the offices of Commonwealth Trust Limited, Drake Chambers, Tortola, British Virgin Islands.

4. The sole director of the Company, according to the Register of Directors maintained at the Registered Office of the company, is as follows:

   Moris Beracha, Appointed on the 19th October, 2007

5. To the best of our knowledge, information and belief, no formal notice has been served at the Registered Office of the Company, that the Company is in default under any laws, statute, regulation, indenture, mortgage, trust deed, agreement or other instrument, arrangement, obligation or duty, to which it is a party or by which it is bound.

6. To the best of our knowledge, information and belief, no formal notice has been served at the Registered Office of the Company, that litigation or administration or arbitration proceedings before or of any court or tribunal, arbitrator, administrative or governmental authority are presently in process or pending or threatened against the Company.

7. To the best of our knowledge, information and belief, there exists no Register of: mortgage, charge, pledge, lien, encumbrance or other security interest whatsoever over the whole or any part of the undertaking or assets present or future (including the uncalled capital) of the Company, on file at the Registered Office of the Company

8. To the best of our knowledge, no action has been taken to wind up the affairs of the Company.

Dated this 10th day of June, 2009.

Maureen Lettsome (SEAL)
For and on behalf of Commonwealth Trust Limited
Registered Agent of **BRAVE SPIRIT LTD.**