

# ATLANTIC WEST MANAGEMENT, S.A.

NUMBER ONE HUNDRED AND TWO:

Before me, Marielos Meléndez Hernández, Public Notary of San José, appeared:

Formed by Alcides Fernández Portuguez and Leticia Miranda Gamboa  
8:00 hours of October 22, 2007 by  
Marielos Meléndez Hernández  
Notary Public  
The National Registry of Corporations

ALCIDES FERNANDEZ PORTUGUEZ, who says that he is of legal age, single, office worker, resident of Moravia, 100 meters South of the Clinica Jeruzalen, ID number one – five zero nine – eight nine nine, and LETICIA MIRANDA GAMBOA, of legal age, single, business person, resident of San Jose, Pavas, from the Super Ana, one hundred meters west and fifty south, ID number one – seven two six – eight three nine, and they say:

THAT THEY CONSTITUTE AN ANONYMOUS SOCIETY that will be governed by the Commercial Trade Law and with the following clauses:

FIRST: the society will be denominated: **ATLANTIC WEST MANAGEMENT, ANONYMOUS SOCIETY**, with a Spanish translation of Atlántico Oeste Administración, Sociedad Anónima, which can also be abbreviated as S.A., and the name is a fantasy name.

SECOND: The location of the society will be city of San José, Desamparados, one hundred meters south from the firehouse, right hand side, with the right to establish branches and agencies in the rest of the country or outside of it.

THIRD: The object of the society will be trade in general, but it will also be able to be devoted to all type of industrial, agricultural, mining activities, imports and exports, fishing activities, publicity, and in general all legal activities. Also, to conduct monetary acts, it can buy, lease, alienate, pawn, sell, burden, and in any other form to own and to have all kinds of goods, furniture, and properties, real or personal, rights, holding of credits and values, factory marks, and of trade marks. It will be able to represent and to be part of another or other societies, national or foreign. It will be able to surrender deposits and any guarantee class in partners' favor or to third parties, when it perceives an economic retribution. It will also be able to make contracts with the State and their Institutions, to obtain concessions, and to execute them in all their parts.

FOURTH: The life of the society will be one hundred years starting from the Twenty Second of October, Two Thousand and Seven.

FIFTH: The Social Capital will be ONE HUNDRED MILLION COLONS represented by common and nominative stock of one hundred million shares of one colon value for each one and the shares will be signed by the President of the Board of Directors.

SIXTH: Every year on September thirty, there will be performed an inventory and balance, in this accounting they will use the values of the assets based on the price that day, and the credits for their probable value. They won't include in the assets any irretrievable credits. The dividends will be distributed in proportion to each partner's shares; likewise the losses will be distributed. For the earnings of every fiscal period, five percent is dedicated to the formation of the legal reserve, until reaching twenty percent of the Social Capital.

SEVENTH: The Share Holders Meeting will be announced by the President with a minimum of eight days of prior notice by any acceptable means, like fax, email, or certified letter.

EIGHTH: The Board of Directors will be formed of a President, a Secretary and a Treasurer, elected for the term of the society. The judicial and extra judicial representation of the society will be the President of the Board of Directors, having Total Power without limit to amount, as is specified in article one thousand two hundred fifty three of the Civil Code, and who will be able to grant, or to substitute his powers, in everything or in part, to revoke, grant, or substitute, and to make others again, this power being reserved if it is exercised or not exercised. Also he will have the power to be able to have checks and to manage banking accounts, in national banks and in foreign banks. When there is a temporary vacancy in the Board of Directors, the remaining members will make a provisional appointment. The said vacancies will be filled in the same way, but a Share Holders meeting will be called immediately, so that this will become a permanent appointment.

NINTH: The FINANCIAL CONTROL will be under the charge of the internal auditor, appointed for the whole social term, and this position will be governed according to that prescribed by the Commercial Code.

TENTH: The Board of Directors will meet ordinarily once every six months and extraordinarily when the President summons it by means of certified letter or any other means that calls the meeting with at least three days of advanced notice. They will meet in the office of the society and there will be quorum with two members. The resolutions will need a relative majority and in the event of a tie, the President will resolve it.

ELEVENTH: The society will be dissolved for any of the causes of article two hundred one of the Commercial Code, and the liquidation will be made by a liquidator named by the General Assembly, with the agreement of a Civil Judge, in the office of the society. This will account for the final inventory, balance, and distribution of all funds, partial or full, and it will have the abilities, responsibilities and duties that it fixes upon him in the appointment agreement.

TWELFTH: A resident agent will be named, which must be a lawyer, with an active office within the Country, with the abilities to assist judicial and administrative notifications in the name of the society, and in conformity with article eighteen of the Commercial Code. He or she will remain in this position for the whole social term, and will be able to be removed at any moment by agreement of the Board of Directors. The founders, in a General Share Holders Meeting, unanimously voted that they made the following agreements and that they are declared to have agreed: A) To have approved the constitution and definitively constituted the present agreement of the Society. B) To subscribe and to pay the Social Capital in the following way: the partner Fernández Portuguese subscribes and he pays fifty million shares for a value of one colon each, and to cover his contribution he signs a Letter of Credit for the sum of fifty million colons. The partner Miranda Gamboa subscribes and she pays fifty million shares for a value of one colon each, and to cover her contribution she signs a Letter of Credit for the sum of fifty million colons. The Letters of Credit for the amounts mentioned above were signed and endorsed properly in favor of the society that is constituted by this instrument, and they are to be given to the President of the society to be guarded by him. C) To make the following appointments for the whole social term: PRESIDENT: MARK ANTON, who only uses one last name because of his United States nationality, of legal age, divorced three times, businessman, resident of one one five one South Park Road, Building number twelve, Apartment two hundred and two, Hollywood, Florida, three three zero two one, United States of America, with passport number from his country of two zero zero five four zero nine seven. SECRETARY: CARROLL ALLEN MASON, who only uses one last name because of his United States nationality, of legal age, married two times, businessman, resident of two two eight seven Wheatland Drive, Manakin-Sabot, Virginia, two three one zero three, United States of America, with passport number from his country of two zero one six two one eight nine four. TREASURER: BAKULESH DEVJIBHAI PATEL, who only uses one last name because of his United States nationality, of legal age, married one time, businessman, resident of four Rosewood Court, Danville, Pennsylvania, one seven eight two one, United States of America, with passport number from his country of four two one seven three nine eight five one. AUDITOR: N HENRI MASARKY, who only uses one last name because of his United States nationality, of legal age, divorced two times, businessman, resident of one four one five two East Linvale Place, number six hundred seven, Aurora, Colorado, eight zero zero one four, United States of America, with passport number from his country of one five seven six four eight four six seven. The RESIDENT AGENT is named as Marielos Meléndez Hernández, of legal age, married one

time, Lawyer, resident of San José, with office in San José, fifty meters to the east of the Casa Matute, office number twenty one sixty two, identification number six – two two seven - six nine eight. All of the above mentioned people, in this act, being present except for the President, Secretary, Treasurer, and Auditor, who accept via a letter sent to the Society and is in their possession, accept their positions and they enter immediately into possession of the same. The undersigned requests the legal Identification by Law of the National Registry of Corporations. This is the complete document. I gave the first legal copy to the interested parties. I read aloud what is written here to the parties, and they manifest that they approve it and they all sign this in San José, at the hour of Eight A.M., of October Twenty second, of the year two thousand seven.