

# PATENT ASSIGNMENT

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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME
<b>CONVEYING PARTY DATA</b>	
Name	Execution Date
BCD CARIBBEAN N.V.	04/07/2009
<b>RECEIVING PARTY DATA</b>	
Name:	EIT CARIBBEAN N.V.
Street Address:	P.O. BOX 3040
City:	CURACAO
State/Country:	NETHERLANDS ANTILLES
<b>PROPERTY NUMBERS Total: 2</b>	
Property Type	Number
Patent Number:	5768508
Patent Number:	5828837
<b>CORRESPONDENCE DATA</b>	
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<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
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NAME OF SUBMITTER:	Kurt Olcer
<b>Total Attachments: 15</b> source=EIT_Caribbean_company_name_change_notarized_document#page1.tif source=EIT_Caribbean_company_name_change_notarized_document#page2.tif source=EIT_Caribbean_company_name_change_notarized_document#page3.tif source=EIT_Caribbean_company_name_change_notarized_document#page4.tif source=EIT_Caribbean_company_name_change_notarized_document#page5.tif source=EIT_Caribbean_company_name_change_notarized_document#page6.tif source=EIT_Caribbean_company_name_change_notarized_document#page7.tif	

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**PATENT**  
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TRUE COPY

On this seventh day of April of the year two thousand and nine appeared before me, Hady Thaddeus Gerardus Simon, --  
ll.M., a civil law notary, practicing in Curaçao: -----  
Mr. ARTHUR GERRIT-JAN NAMIAS DE CRASTO, according to his  
declaration residing in Curaçao, with office address 18 -  
Kaya W.F.G. (Jombi) Mensing, Zeelandia Office Center, 1<sup>st</sup>  
floor, Curaçao, Netherlands Antilles, born in Velp, The -  
Netherlands on November fourteenth, nineteen hundred and  
sixty-three, acting for the purposes of this instrument -  
as a managing director of "BCD Caribbean N.V.", a -----  
corporation with statutory seat in Curaçao, Netherlands -  
Antilles, with office address 18 Kaya W.F.G. (Jombi) ----  
Mensing, Zeelandia Office Center, 1<sup>st</sup> floor, Curaçao, ----  
Netherlands Antilles. -----

The appearer, acting as aforesaid, stated that a -----  
extraordinary general meeting of shareholders was held on  
April sixth, two thousand and nine by the shareholders of  
"BCD Caribbean N.V.", aforementioned, that the entire ---  
subscribed capital was represented at said meeting, that  
a resolution had been unanimously adopted at the meeting  
to amend the articles of association of that corporation  
as will be set forth hereunder, and that the managing ---  
director had furthermore been authorized at that meeting  
to execute the instrument of amendment of the articles of  
association. -----

The existence of aforementioned mandate has been -----  
sufficiently evidenced to me, the notary. -----

The business transacted at the aforementioned meeting is  
on record in the minutes, a copy of which will be -----  
attached to the single original hereof. -----

Acting on the strength of the aforementioned -----  
authorization the appearer subsequently stated to -----  
amend the articles of association of "BCD Caribbean -----  
N.V.", in their entirety in order to have them worded ---  
henceforth as follows: -----

NAME AND SEAT -----

Article 1 -----

1. The corporation shall be named: -----  
"EIT Caribbean N.V.". -----

In its foreign business transactions it may, instead of -  
using the abbreviation "N.V.", use the abbreviation "INC"  
in English and the abbreviation "S.A." in Spanish and ---  
French in its name. -----

2. The corporation is domiciled in Curaçao and may have -  
branches and/or affiliate offices elsewhere. -----

PURPOSE -----

Article 2 -----

1. The purpose of the corporation shall be: -----  
a. to invest its resources in securities such as shares -  
and other certificates of participation, in bonds and ---  
other interest-bearing claims for debts under whatever --

name and in whatever form, to borrow money and to issue -  
 certificates of indebtedness therefor, as well as to lend  
 money and to provide security in any form for the -----  
 benefit of the corporation as well as for the benefit of  
 third parties; -----  
 b. to acquire: -----  
 ( i) returns, resulting from the alienation or granting  
 of the right to make use of copyrights, patents, models,  
 secret processes or formulas, trade marks and other such  
 things; -----  
 ( ii) royalties, including rents with regard to films or  
 the use of industrial, commercial or scientific -----  
 installations and with regard to the exploitation of ----  
 any mine or quarry or any other natural resources and ---  
 other immovables; -----  
 (iii) remuneration for the rendering of technical -----  
 assistance; -----  
 c. to acquire, possess, alienate, manage and develop real  
 estate and/or any right to or interest in real estate, --  
 and to participate in any other enterprise or corporation  
 with similar or related objects; -----  
 d. to lease, mortgage or in general to encumber real ----  
 estate and any right thereto or interest therein; -----  
 e. the trade - including wholesale trade, intermediate --  
 trade and future trade in as well as the import and -----  
 export of raw materials, minerals, metals, organic -----  
 matter, semi-products and finished products of any nature  
 and under any name; -----  
 f. to participate in and to manage enterprises and -----  
 corporations. -----  
 2. The corporation is authorized to perform everything --  
 requisite or profitable to the accomplishment of its ----  
 purpose or incidental thereto or connected therewith in -  
 the widest sense of the word. -----  
 3. Furthermore, for the protection of its capital the ---  
 corporation is entitled to revocably or irrevocably ----  
 transfer all or part of its assets in trust to one or ---  
 more trustees or agents by any Anglo-American legal ----  
 system or to effect such transfer on a fiduciary basis in  
 any form, in the sense that such assets are to be held by  
 such trustees or agents who may be natural persons, legal  
 persons or corporations, for the benefit of the -----  
 corporation, its shareholders and creditors or other ----  
 persons appointed by the board of managing directors with  
 the assent of the general meeting of shareholders, all --  
 the foregoing in conformity with the provisions governing  
 the trust relation or the fiduciary ownership. -----  
 ----- DURATION -----  
 ----- Article 3 -----  
 The corporation has been established for an indefinite --  
 period of time. -----

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----- CAPITAL AND SHARES -----

----- Article 4 -----

1. The corporation has one or more issued shares, each --  
with a nominal value of one thousand United States Dollar  
(US\$.1,000.00). -----
2. Sub-shares may be issued. -----
3. The shares shall be issued by the board of managing --  
directors. Only the issue of registered (sub-) shares is  
permitted. -----
4. The board of managing directors shall determine the --  
time and rate of the issue -provided not below par- as --  
well as -the time for payment of calls. -----
5. In subsequent issues of shares and on disposal by the  
corporation of any shares it acquired in its own capital,  
the existing shareholders shall have preference to -----  
acquire such shares, in proportion to their existing ----  
shareholding when the stock is made available, unless the  
general shareholders' meeting, further also: the general  
meeting, should decide otherwise. -----

----- REPURCHASE AND CANCELLATION OF SHARES -----

----- Article 5 -----

1. The board of managing directors is authorized to have  
the corporation acquire for its own account shares in its  
own capital, provided that: -----
  - a. at least one share continues to be held by third ----  
parties, not by the corporation itself; and -----
  - b. as a consequence of payment of the purchase price of -  
the relevant shares, the equity of the corporation -----  
remains at least equal to the nominal capital. -----
2. No voting rights, nor preference on whatever account --  
shall be derived from the shares held by the corporation  
in its own capital; nor shall any distribution of profits  
or of a surplus balance after liquidation of the -----  
corporation be made on such shares. -----  
Said shares shall be disregarded for determining a quorum  
at any meeting. -----
3. The corporation is authorized to proceed to -----  
cancellation of the shares held by the corporation in its  
own capital, subject to a resolution to that effect from  
the board of managing directors. -----
4. The general meeting may decide on whole or partial ---  
repayment or dispensation of an additional payment -----  
obligation as mentioned in article 2:107, paragraph 4 of  
the Civil Code, provided that the equity of the -----  
corporation remains at least equal to the nominal capital  
at the time of the repayment or dispensation of -----  
additional payment and does not become less than the ----  
nominal capital of the corporation by the repayment or --  
dispensation of additional payment. -----

----- CLASSES OF SHARES, SHARE CERTIFICATES -----

----- AND SHARE REGISTER -----

----- Article 6 -----

1. With due observance of the provision in article 4, --- paragraph 3, the shares may either be registered shares, or, provided they have been paid up in full, bearer ----- shares, at the option of the shareholder, and they shall be consecutively numbered from 1 up. -----
  2. Share certificates may be issued for the registered -- shares, at the request of the shareholder. ----- Share certificates shall be issued for the bearer shares. All expenses for the issue of share certificates shall be for the account of the shareholder concerned. -----
  3. Conversion of bearer shares, if in circulation, into - registered shares and vice versa, shall be effected at -- the request of the shareholder, subject to delivery of -- the relevant share certificates to the corporation. -----
  4. Share certificates may be issued for several shares -- jointly at the request of the shareholder. ----- The holder of such a share certificate is entitled at all times to request its conversion into a share certificate representing a different number of shares. -----
  5. Share certificates shall be signed by a managing ----- director or by a person designated for that purpose by -- the board of managing directors. -----
  6. At the discretion of the board of managing directors - each share certificate may be provided with a set of ---- dividend coupons and a talon entitling the holder to ---- obtain a new set of dividend coupons. ----- The dividend coupons and the talon shall bear the same -- serial number as the share certificate to which they ---- belong. -----
- If dividend coupons have been issued, payment of ----- dividends shall be effected against surrender of a ----- dividend coupon, which shall then release the corporation from any liability in this respect. -----

----- Article 7 -----

1. If a person has proved to the satisfaction of the ---- board of managing directors that a share certificate, --- dividend coupon or talon belonging to him, has been lost or mislaid, a duplicate of such document may be issued at the request of the shareholder concerned or the rightful claimants to his estate, subject to such terms and ----- guarantees as shall be determined by the board of ----- managing directors. -----
2. Upon issue of the new share certificates, dividend --- coupons or talons, which shall bear an endorsement to the effect that they are duplicates, their originals shall -- become null and void. -----
3. Damaged share certificates, dividend coupons or talons may be replaced by new ones by the board of managing ---- directors. -----

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4. The damaged documents thus surrendered, shall -----  
immediately be destroyed by the board of managing -----  
directors. -----

All expenses related to the issue of duplicates or new --  
documents, shall be charged to the applicant and shall be  
paid by him in advance, if so required. -----

----- Article 8 -----

1. Registered shares shall be entered in a register, ----  
which shall be maintained by the board of managing -----  
directors or by a person designated for that purpose by -  
the board of managing directors. The register shall state  
the names and addresses of all the holders of registered  
shares, the quantity and serial numbers of the shares. --  
The register shall furthermore state the voting rights --  
conferred by same, the amount paid up, or reflected on --  
same as having been paid up, an obligation of additional  
payment, if any, the date of acquisition and whether or -  
not a share certificate has been issued. -----

Annotations shall also be made of establishment or -----  
transfer of a right of usufruct on the shares, or a -----  
pledge, as well as the coincident transfer of voting ----  
rights. -----

2. The entries in the register shall be signed by a ----  
managing director or by a person designated for that ----  
purpose by the board of managing directors. -----

3. The transfer of registered shares shall be effected, -  
either by serving an instrument of transfer upon the ----  
corporation, or by written acknowledgement of the -----  
transfer by the corporation. -----

4. Written acknowledgement of the transfer shall be ----  
effected by a signed annotation on the deed of transfer -  
or by a written statement to the transferee. -----

----- MANAGEMENT -----

----- Article 9 -----

1. The corporation shall be managed by a board of -----  
managing directors, consisting of one or more managing --  
directors. -----

Legal entities may also be appointed managing directors -

2. The managing directors shall be appointed by the ----  
general meeting and may at any time be suspended or ----  
removed from office by said meeting. -----

3. The corporation shall be represented by each of the --  
managing directors severally, also in the event of a ----  
conflict of interests between the corporation and one or  
more managing directors, shareholders and supervisory ---  
directors, if any, either in a private capacity or -----  
qualitate qua. -----

Without detriment to the provision stated in the -----  
preceding sentence, the general meeting is at all times -  
authorized to designate one or more persons as special --  
representative of the corporation, either incidentally or

for a definite period, in the event of a conflict of ---- interest between the corporation and a managing director, shareholder, or a supervisory director, if any. -----

4. The board of managing directors has the power, without limiting its own responsibility, to appoint attorneys-in-fact, to determine their powers and the manner in which - they are to represent the corporation and to sign on its behalf. -----

5. Every managing director has the power to authorize a - co-director to represent him in his capacity of a ----- managing director at meetings of the managing directors, - with due observance of the terms set forth in the power - of attorney. -----

6. Each managing director may in his capacity of managing director appoint by telegram, telefax, telex, e-mail or - other writing a natural or legal person as his proxy to - represent him in his said capacity, such proxy to be ---- specific and not general. -----

When issuing such a proxy the managing director may not - exceed the authority vested in him pursuant to these ---- articles of association. -----

7. When one or more managing directors are absent or ---- otherwise precluded from acting, the remaining managing - directors shall be responsible for the entire management of the corporation; when all the managing directors are - absent or otherwise precluded from acting, the ----- corporation shall be temporarily managed by a person ---- appointed for that purpose by the general meeting. -----

The person thus appointed shall convoke a general ----- shareholders' meeting as soon as possible in order to --- provide for a definitive management. -----

As long as this has not been accomplished, the acts of -- management of the person thus appointed, shall be limited to those that cannot be delayed. -----

8. With due observance of the law, especially articles -- 2:14 and 2:16 of the Civil Code, each managing director - of the corporation, as well as each other person ----- empowered by the board of managing directors or the ---- general meeting to act on behalf of the corporation, ---- shall be held harmless by the corporation from all ----- damages, fines, costs of whatever nature, which were ---- actually and reasonably incurred as a consequence of acts or omissions committed in a capacity as stated -----

above, resulting from any civil, penal or administrative proceeding and/or investigation of fact and law and ----- preliminary legal work, whether or not leading to such -- proceedings, provided that while performing the act which caused the liability, he acted in a reasonable and bona - fide belief, that he was furthering the interests of the corporation and provided that his actions were not in --- contravention with any instructions given to such person



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or with any limitation put on his authority. -----

---- OBLIGATIONS OF THE BOARD OF MANAGING DIRECTORS ----

----- Article 10 -----

The board of managing directors is under obligation to --  
conduct administrative procedures to record the financial  
position of the corporation and its operational -----  
activities, in accordance with the requirements -----  
incidental to such activities, and to maintain the books,  
ledgers and other data bases pertaining thereto in such a  
manner as to ensure that the rights and obligations of --  
the corporation may at any time be ascertained from same.  
Each managing director is entitled to access to the ----  
administration and to the books, ledgers and other data -  
bases pertaining thereto. -----

----- MANAGEMENT LIABILITY -----

----- Article 11 -----

1. Each managing director is under the obligation towards  
the corporation to appropriately perform the tasks within  
his scope of responsibility. -----
2. Within the scope of responsibility of any director are  
implied all tasks and duties of management, which have --  
not specifically been entrusted to one or more other ----  
managing directors pursuant to or by virtue of the -----  
articles of incorporation. -----
3. Each managing director is nevertheless responsible for  
the general course of the affairs of the corporation and  
is under the obligation to make efforts to the best of --  
his ability to avoid any injurious act which might cause  
financial injury, regardless whether such act is to be --  
considered within his scope of responsibility. The -----  
managing directors to whom certain tasks have been -----  
specifically allocated pursuant to paragraph 2 of this --  
article, shall keep the other managing directors informed  
about the status of such matters in such area. -----
4. The liability regarding the provisions stated in the -  
preceding paragraphs is imposed severally on all the ----  
managing directors involved. Not held liable shall be the  
managing director, however, who is able to prove that the  
matter, also in view of his scope of responsibility and -  
the period of his employment, was not imputable to him --  
and that he was not negligent in taking the necessary ---  
measures to avoid the consequences. -----
5. If, in the event of bankruptcy of the corporation, the  
curator should submit a claim pursuant to this article, -  
no director shall be entitled to being held harmless on -  
the ground of an acquittal and discharge granted by the -  
corporation in whichever form or manner. In such event a  
managing director may not invoke compensation either with  
any claim he might have on the corporation. -----

----- SUPERVISION -----

----- Article 12 -----

1. The corporation may have a board of supervisory directors, pursuant to a resolution to that effect from the general shareholders' meeting having been published at the Commercial Register of the Chamber of Commerce of the place where the corporation has its statutory domicile. If the general meeting should wish to rescind the instituted board of supervisory directors, a resolution to that effect from the general meeting should be published at such Commercial Register.
2. Supervisory directors are appointed by the general meeting and may at any time be suspended or removed from office by said meeting. Only natural persons are eligible to be appointed in the capacity of supervisory director.
3. The supervisory board is entrusted with supervision on the management. In the accomplishment of its tasks and duties, the supervisory board shall be oriented to and guided by the interests of the corporation and its attendant business enterprise, if any.
4. The supervisory board has the power to suspend any managing director. The suspension becomes null and void, if the party involved is not dismissed from office within two months after the date of suspension.
5. The board of managing directors shall timely provide the supervisory board and the individual supervisory directors with all the data necessary for the proper execution of their tasks, whenever so required.
6. In order to prove a resolution of the supervisory board towards third parties, the signature of one supervisory director shall suffice.
7. The provisions of article 11 are similarly applicable to the supervisory directors.
8. Supervisory directors may receive an annual remuneration to be determined by the general meeting, and they are furthermore entitled to reimbursement of the travel-, accommodation- and other expenses incurred by them in view of the execution of their tasks and duties on behalf of the corporation, shall be reimbursed to them.

#### GENERAL SHAREHOLDERS' MEETING

##### Article 13

1. General shareholders' meetings shall be held in Curaçao or at any other place to be designated by the board of managing directors.
2. Without prejudice to the provision of article 19, paragraph 1, the annual general shareholders' meeting shall be held within nine months after the close of the fiscal year of the corporation. In said meeting, inter alia, the following matters shall be dealt with:
  - a. the board of managing directors shall report on the course of business of the corporation and on the

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management conducted during the past fiscal year; -----  
b. the balance sheet and the profit and loss account ----  
shall be confirmed and adopted after having been -----  
submitted along with an explanatory memorandum indicating  
the standards applied in the valuation of the movable and  
immovable property of the corporation. -----

----- Article 14 -----

1. Each managing director and each supervisory director -  
have equal authority to convoke a general shareholders' -  
meeting. The board of managing directors and the -----  
supervisory board are at all times authorized to call the  
general meeting. -----

2. Shareholders who either solely or with other -----  
shareholders jointly hold ten percent (10%) of the voting  
power, may request the board of managing directors, or --  
the supervisory board in writing (hereinafter to be ----  
understood by these articles of incorporation: expressed  
by serving of a summons, by telegram, telex, telefax, ---  
e-mail or other data transmitting means of -----  
communication), to call a general meeting, in order to --  
elaborate on and resolve any subject, provided that they  
have a vested reasonable interest in the matter. If the -  
board of managing directors or the supervisory board ----  
should not have complied with such a request within ----  
fourteen (14) days after the date on which the request --  
reached the corporation or the corporate body involved, -  
the applicants may proceed to calling the meeting -----  
themselves. -----

3. The meeting shall be convoked in writing and the -----  
convening notices shall be sent to the address of the ---  
party involved to the extent such address is known to the  
corporation. If one or more addresses of the ---2-----  
registered shareholders are unknown, or if bearer shares  
are in circulation, the convocation shall also be -----  
effected by means of an announcement in the official ----  
gazette in which notifications from the government are --  
published. The convocation, as well as all the other ----  
documentation pertinent thereto, shall also be sent to --  
each managing director and each supervisory director. ---

4. The term of notification shall be not less than twelve  
(12) days, not counting the date of the convocation, nor  
the day of the meeting. The day upon which the convening  
notices were sent out, shall be considered as the date of  
the convocation, or if it should be later, the day upon -  
which the announcement was published in the official ----  
gazette referred to in the preceding paragraph. -----  
The convocation shall state the place of the meeting and  
the subjects to be dealt with. If a proposal to the ----  
effect of an amendment of the articles of incorporation -  
is to be brought before the meeting, the verbal text of -  
the proposal shall be sent, or be made available at the -

office of the corporation for the inspection of the -----  
shareholders. This availability of inspection shall be --  
stated in the announcement referred to in the third -----  
paragraph, as the case may be. -----

5. Proposals to be submitted by shareholders on items to  
be dealt with at annual meetings as well as at -----  
extraordinary meetings of shareholders, shall only be ---  
considered if presented to the board of managing -----  
directors in writing -and in sufficient time to allow ---  
them to be announced in -the manner stipulated for -----  
calling a meeting, with due observance of the notice ----  
provided for the call to the meeting. -----

6. If the prescriptions of these articles of -----  
incorporation or of the law pertinent to the convocation  
of meetings or announcement of subjects to be dealt with,  
should not, or only partly have been observed, valid ----  
resolutions may nevertheless be adopted at a meeting ----  
provided that all the shareholders are present or -----  
represented at the meeting and such resolutions be -----  
adopted unanimously. -----

If stated in the convening documents, the right to be ---  
present at the general meeting and to speak at such -----  
meeting, shall only be permitted to the shareholder who -  
informed the board of managing directors of his intention  
to do so, at least on the third day prior to the meeting.  
If bearer shares are in circulation, a requirement may be  
stipulated in the convening notices that these shares ---  
shall be given into the custody of the corporation no ---  
later than a date to be stated in the convening notices.

7. General meetings shall be presided over by a person to  
be designated for that purpose by the meeting. -----

8. Shareholders may be represented at the meeting by a --  
proxy appointed in writing. -----

9. All resolutions of the general and extraordinary -----  
general shareholder' meeting shall be adopted by an -----  
absolute majority of the votes validly cast, unless -----  
otherwise provided by these articles of incorporation. --

10. In the event of a tie vote in the general meeting a -  
binding advice shall be rendered by a committee -----  
consisting of three experts. The person(s) who voted in -  
favor of the proposal is/are jointly empowered to -----  
appointing an expert, and the person(s) who voted against  
the proposal concerned also jointly have the power to ---  
appoint an expert. The thus appointed experts shall ----  
jointly designate the third expert in mutual -----  
consultation. -----

If no agreement has been reached regarding the -----  
appointment of the last expert by the two first experts,  
within one month after the date of the general meeting at .  
which there was a tie vote, such expert shall be -----  
designated by the Court of First Instance with -----

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territorial jurisdiction in Curaçao, at the request of --  
the willing party. -----  
The general meeting shall accept such advice within one -  
week after it has been rendered and shall cast its vote -  
accordingly. -----

11. When voting on an appointment, the person who has ---  
received the absolute majority of the votes cast, shall -  
be considered elected. If no one has secured such a -----  
majority, a second ballot shall be taken between the two  
persons who obtained the largest number of votes. -----  
If more than two persons have simultaneously obtained the  
largest number of votes and the same number of votes ----  
then, in deviation of the provisions of paragraph 10 of -  
this article 14, two of these persons shall be selected -  
by lot and the second ballot shall be taken between these  
two persons. If the two persons should receive the same -  
number of votes at the second ballot, the matter shall be  
decided by drawing lots, in deviation of the -----  
provisions of paragraph 10 of this article 14. -----

----- Article 15 -----  
Each share entitles to cast one vote. Abstentions and ---  
invalid votes shall not be counted. -----

----- Article 16 -----  
1. A person designated by the general meeting shall ----  
record the deliberations and the resolutions adopted at -  
such meeting. The minutes shall be signed by the chairman  
of the meeting. -----  
2. The signed minutes shall be kept in custody by the ---  
board of managing directors for the prescribed period ---  
stipulated by the law. -----  
3. Each shareholder is entitled to receiving a copy of --  
the minutes. -----

----- RESOLUTIONS OF THE SHAREHOLDERS ADOPTED OUTSIDE ---  
----- OF A GENERAL SHAREHOLDERS' MEETING -----

----- Article 17 -----  
1. A resolution of the general meeting may also be -----  
adopted alternatively by casting votes in writing without  
holding a meeting, provided that all the shareholders ---  
have cast their votes. All registered shareholders, ----  
managing directors and supervisory directors shall timely  
receive a notification of the intended manner of -----  
voting. -----

2. The provision of article 16 shall be similarly -----  
applicable. -----

----- FISCAL YEAR -----

----- Article 18 -----  
The fiscal year of the corporation coincides with the ---  
calendar year. -----

----- BALANCE SHEET, PROFIT AND LOSS ACCOUNT -----

----- Article 19 -----

1. Annually within eight (8) months after the end of the fiscal year, except for an extension of this term by six (6) months at most by the general meeting because of special circumstances, the board of managing directors shall draw up the annual accounts, at least consisting of a balance sheet, a profit and loss account and an explanatory memorandum on these documents.
2. The drafted annual accounts shall be signed by all the managing directors and all the supervisory directors. If the signature of one of them should be lacking, the reason there for shall be communicated.
3. The drafted annual accounts shall be submitted to the general meeting for its confirmation and adoption.
4. The drafted annual accounts shall be made available at the office of the corporation for inspection by the shareholders or their proxies from the date of the summons to the general meeting at which these documents are to be adopted until the close of said meeting.
5. The general meeting has the power to appoint an external expert to regularly supervise the accounting procedures, as well as to render an account to the general meeting on the annual accounts drafted by the board of managing directors.

#### DISTRIBUTION OF PROFITS

##### Article 20

1. In immediate correlation with the adoption of the annual accounts, the general meeting shall decide on whether or not to distribute or withhold any dividends or make any other distributions from the equity as evidenced by the annual accounts.
2. The board of managing directors is authorized to decide on interim distributions for the account of a current fiscal year or a past fiscal year, of which the annual accounts has not yet been confirmed and adopted.

##### Article 21

No distributions shall be made to the shareholders if the equity of the corporation should be less than the nominal capital or if the equity of the corporation should thereby become less than the nominal capital of the corporation.

#### SPECIAL PROVISION

##### Article 22

For the protection of its assets the corporation is furthermore entitled to transfer its items of property in whole or in part either revocable or irrevocably, in trust to an Anglo-American legal system, or in any form whatsoever, to transfer in fiduciary ownership to one or more trustees or trusted persons, who might be natural persons or legal entities or corporations, in such a manner as to ensure that such items of property shall be held by the trustees or trusted persons on behalf of the

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corporation, its shareholders, creditors, or with the ---  
consent of the general meeting of shareholders, by other  
persons designated for that purpose by the board of ----  
managing directors. One thing and the other, subject to -  
the provisions governing the trust relationship or the --  
fiduciary ownership. -----

----- CONVERSION, MERGER AND DEMERGER -----

----- Article 23 -----

1. In accordance with the provision of Sections 2:300 and  
the following of the Civil Code, the corporation has the  
power to be converted into another legal form. -----

2. In accordance with the provision of Sections 2:304 and  
the following of the Civil Code, the corporation has the  
power to be converted into a foreign legal entity, -----  
provided that as a consequence thereof the -----  
corporation continues its existence in the elected legal  
form subject to the pertinent foreign law governing such  
a foreign legal entity. -----

3. The provision of Section 2:309 and the following of --  
the Civil Code shall be similarly applicable to a merger,  
if any, in which the corporation is engaged. -----

4. The provision of Section 2:335 and the following of --  
the Civil Code shall be applicable to a demerger, if any,  
to which the corporation is a party. -----

5. Resolutions of the general meeting concerning a -----  
conversion, a merger or a demerger shall be similarly ---  
subject to the provision of article 25, paragraph 1 and -  
2. -----

----- CHANGE OF CORPORATE DOMICILE -----

----- Article 24 -----

1. The general meeting of shareholders as well as the ---  
board of managing directors, as far as permitted\* by the -  
Rijkswet Vrijwillige Zetelverplaatsing Rechtspersonen ---  
(Statute for the Voluntary Change of Seat by Legal -----  
Persons), each have the right to designate one or more --  
persons authorized to execute a deed of amendment of the  
articles of association for the purpose of moving the ---  
corporate seat to another part of the Kingdom of the ----  
Netherlands, and to effect such other changes in the ----  
articles of association as permitted by aforesaid -----  
Statute, as well as to appoint one or more members of the  
board of managing directors. With due observance of -----  
aforesaid Statute, the general meeting of shareholders --  
and the board of managing directors, respectively, may --  
withdraw such designation at any time. -----

2. By resolution of the general meeting of shareholders -  
or of the board of managing directors, the corporation, -  
making use of the Landsverordening Zetelverplaatsing ----  
Derde Landen (Antillean Ordinance Concerning Change of --  
Corporate Seat to Third Countries), may transfer its seat

to another country and adopt the character of a legal ---  
person pursuant to such country's law. -----

----- AMENDMENT OF THE ARTICLES OF INCORPORATION -----  
----- AND DISSOLUTION OF THE CORPORATION -----

----- Article 25 -----

1. Resolutions on amendment of the articles of -----  
incorporation or dissolution of the corporation may only  
be adopted by a majority of at least three/fourths (3/4)  
of the votes cast at a general meeting in which at least  
three/fourths (3/4) of the nominal capital is -----  
represented. -----
  2. If the capital required is not represented at the ----  
meeting, a second meeting shall be called, to be held ---  
within two (2) months after the first, at which second --  
meeting valid resolutions may then be adopted on such ---  
subjects, by a three/fourths (3/4) majority of the votes  
cast, regardless of the capital represented at the second  
meeting. -----
  3. In the event of dissolution of the corporation the ---  
liquidation shall take place subject to such terms and --  
conditions as laid down by the general shareholders' ----  
meeting. -----
  4. If the profit and loss account of the fiscal year ----  
ending on the date of the dissolution of the corporation  
should indicate a profit balance, this balance shall be -  
distributed in accordance with the provision in article -  
20 of these articles of incorporation. -----
  5. The surplus balance after liquidation shall be -----  
distributed to the shareholders in proportion to the ----  
amounts paid up on each share. -----
  6. After completion of the liquidation procedure the ----  
books and records of the corporation shall be kept in the  
custody of the liquidator or a custodian designated for -  
that purpose by the Judge on request of the liquidator --  
during the period stipulated by the law. -----
- Finally, the appearer, acting as aforementioned, stated:  
- that at the time of the execution of the deed of ----  
amendment of the articles of association, the nominal ---  
capital of the company amounts to six thousand United ---  
States dollars (US\$.6,000.00), divided into six (6) ----  
shares, each with a nominal value of one thousand United  
States Dollar (US\$.1,000.00). -----  
The appearer is known to me, the notary. -----  
----- In witness whereof -----  
The foregoing has been recorded in a single original ----  
executed in Curaçao on the date mentioned in the heading  
hereof. -----  
After a summary of the contents hereof was stated to the  
appearer and he had replied that he had taken notice of -  
the contents hereof and did not deem it necessary for the  
entire text to be read, the appearer and I, the notary, -



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set our hands hereunto immediately after the reading of -  
the parts required by law to be read out. -----  
was signed: A.G-J. Namias de Crasto; H.Th.G. Simon, not.



ISSUED AS A TRUE COPY!

*[Handwritten signature]*