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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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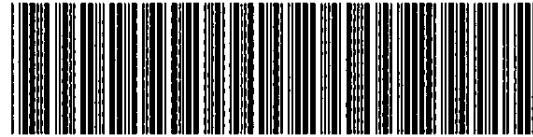
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

NOV 20 2013
D. PRICE

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: **MIKE DE BRIE (OVERSEAS)**

Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

William Mundt

Name of Person

Murphy Desmond S.C.

Firm/Company

33 East Main Street, Suite 500, PO Box 2038

Address

Madison, WI 53701-2038

City/State and Zip Code

info@mikedebride.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

William Mundt

Name of Person

608 268-5573

Area Code & Daytime Telephone Number

MAILING ADDRESS:

Division of Corporations
Registration Section
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:

Division of Corporations
Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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TALLAHASSEE, FLORIDA

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Enclosed is a check for the following amount:

☒ \$125.00 Filing Fee

☐ \$130.00 Filing Fee &
Certificate of Status

☐ \$155.00 Filing Fee &
Certified Copy

☐ \$160.00 Filing Fee, Certificate
of Status & Certified Copy

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. **MIKE DE BRIE (OVERSEAS) L.L.C.**

(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. **KINGDOM OF BELGIUM**

(Jurisdiction under the law of which foreign limited liability company is organized)

3. _____
(FEI number, if applicable)

4. **AUGUST 3, 2010**

(Date of Organization)

5. **PERPETUAL**

(Duration: Year limited liability company will cease to exist or "perpetual")

6. **NOVEMBER 1, 2013**

(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. **524 Majestic Oak Pkwy**

Saint Augustine, Florida 32092

(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here ☒

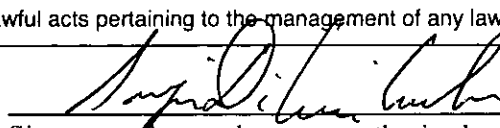
9. The name and usual business addresses of the managing members or managers are as follows:

Sonja Christine Di Cieri-Cambon, Manager, 15127 NE 24th Street, ste#338, Redmond, Washington 98052

Nebi Onwuemeh Di Cieri-Cambon, Manager, 2131 E Colorado Blvd, Pasadena, California 91107

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: The company is organized to perform any and all lawful acts pertaining to the management of any lawful business under Florida and/or Federal law.


Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

Sonja Christine Di Cieri-Cambon, President

Typed or printed name of signee

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2013 NOV 29 11:09
CLERK OF STATE
TALLAHASSEE FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Mike de Brie (Overseas) L.L.C.

If unavailable, the alternate to be used in the state of Florida is:

2. The name and the Florida street address of the registered agent and office are:

Sonja Christine Di Cieri-Cambon

(Name)

524 Majestic Oak Pkwy

Florida Street Address (P.O. Box NOT ACCEPTABLE)

Saint Augustine FL 32092

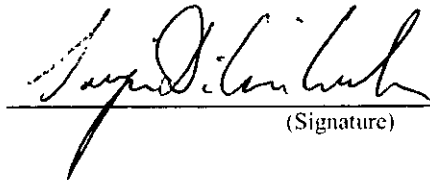
City/State/Zip

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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.


(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

25th October 2013

Paul Di Cieri-Cambon
Dreve des Chasseurs 8
1410 Waterloo
Belgium

Dear Sir,

Re: Translation of Amendment of the Articles of Association

This letter is to confirm and certify that to the best of our knowledge the translation of the

- **Amendment of the Articles of Association** relating to **MIKE DE BRIE (OVERSEAS) LIMITED** from Dutch into English
- **Full Certificate of Information for a Business as Legal Entity** relating to **MIKE DE BRIE (OVERSEAS) LIMITED** from French to English

is a complete and accurate translation of the original documents as provided by yourself.

Should any additional information or confirmation be required please do not hesitate to contact us.

Yours faithfully,

Wolfestone Translation
Quality - Service - Value
An ATC Certified Company

Rebecca Shellard
Project Manager
Wolfestone Translation Ltd

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TALLAHASSEE FLORIDA

Member

Association of
Translation
Companies
Membership Number W07

Translation Ltd
ge Centre
oad
1 5PZ
dom
0 0083
12 1914
stone.co.uk

Wolfestone Translation Ltd, Registered in Wales, Company Registration Number: 05942191
Registered office: The Language Centre, 57 Walter Road, SA1 5PZ, UK

Certificate dated 23/10/2013

[Logo] economie

SPF Economy, P.M.E., Middle classes and Energy

Business Crossroads bank: 0314.595.348

FULL CERTIFICATE OF INFORMATION FOR A BUSINESS AS LEGAL ENTITY

Business number 0534.884.130
Business name MIKE DE BRIE (OVERSEAS)
Situation on 23/10/2013

Name	Type	Language	Name	Start date	End date
Business name	Dutch	MIKE DE BRIE (OVERSEAS)	22/05/2013		

Registered Address	Address	Contact details	Start date	End date
Avenue Van Volxem 400 1190 Forest Belgium Extra	Telephone Fax E-mail Web site	20/08/2013		

General Information

Date business started 22/05/2013

Date business ended

Legal situation

Normal situation

Legal form

Private limited company

Activities	Nacebel	Version	Type	Start date	End date
VAT Activity					
Wholesale trade in leather and skins	46240	2008	Main activity	03/06/2013	

(*) The nomenclature of activities (NACEBEL) was modified on 1/1/2008. This certificate covers activities both according to the previous 2003 classification, valid until 31/12/2007, as well as the new 2008 codes and application descriptions since 1/1/2008. This shows a change in administrative order and not a change in activity on the part of the business or establishment unit.

Duties	Surname, first name	Business	Reason for stopping	Start date	End date
Permanent representative of legal entity	Lehner Sonja	WILCOX CEO & CFO SERVICES (BELGIUM)		20/08/2013	
Manager		WILCOX CEO & CFO SERVICES (BELGIUM)		20/08/2013	

Entrepreneurial capacity – travelling – fairground operator	Surname, first name	Business	Reason for stopping	Start date	End date
Basic management know-how	Di Cieri Cambon Paul			20/06/2013	

Qualities	Phase	Duration	Reason for stopping	Start date	End date
Business subject to VAT	Qual/aut.acquired	Indefinite		03/06/2013	
Commercial business	Qual/aut.acquired	Indefinite		20/06/2013	

Authorisations	Phase	Duration	Reason for stopping	Start date	End date
Basic management know-how	Qual/aut.acquired	Indefinite		20/06/2013	

Financial Information

Business capital 379,300.00

Currency Euros

Business number 0534. 884.130

Business name MIKE DE BRIE (OVERSEAS)

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 PALM BEACH, FLORIDA

Shell and
 TRANSPORTATION
 CERTIFICATE
 2013 MAY 19 AM 11:09

Certificate dated 23/10/2013

Duration of business

Annual meeting	Date of end of financial year	Date of beginning of exceptional financial year	Date of end of exceptional financial year	Start date	End date
June	31/12			22/05/2013	

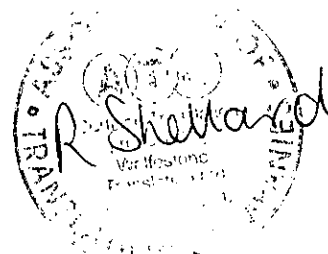
Bank accounts

Use	BIC	Account number	IBAN or non-SEPA number	Start date	End date
Business counter	GKCCBEBB	068 8975978 13	BE08068897597813	03/06/2013	

External Identifiers

Business registration number	01 779.496
Business registration number	09 0241596

No information is available for the following categories: Automatic removal



Certificate dated 23/10/2013

Establishment unit number 2.219.740.179

Name

Situation on 23/10/2013

Business

Name MIKE DE BRIE (OVERSEAS)

Business number 0534.884.130

Legal situation Normal situation

Date business started 22/05/2013

Date business ended

Address

Address	Contact details	Start date	End date
Gaston Crommenlaan 4 bte 501 9050 Gand Belgium Extra	Telephone Fax E-mail Web site	03/06/2013	

General Information

Date unit began 03/06/2013

Date unit ended

Date "link" began 03/06/2013

Date "business link" ended

Activities	Nacebel	Version	Type	Start date	End date
Comm or non comm act					
Trader in various products	46190	2008	Secondary activity	03/06/2013	
Wholesale trade in leather and skins	46240	2008	Main activity	03/06/2013	
Retail trade by mail order or Internet	47910	2008	Secondary activity	03/06/2013	

(*) The nomenclature of activities (NACEBEL) was modified on 1/1/2008. This certificate covers activities both according to the previous 2003 classification, valid until 31/12/2007, as well as the new 2008 codes and application descriptions since 1/1/2008. This shows a change in administrative order and not a change in activity on the part of the business or establishment unit.

No information is available for the following categories: Name

Document issued according to article 21, 1st paragraph, of the law of 16 January 2003 relating to the creation of a Business Crossroads-Bank, modernisation of the commercial register, creation of approved business counters and various dispositions (M.B., 5 Feb 2003).



"Pablo & Pierre de Doncker - Associated Notaries" R.388
Civil company in the form of a private company with limited liability
1000 Brussels, 51 Oude Graanmarkt
T.02/2195320 - F.02/2198767 - www.notdedoncker.be

CVDV/SPRL/MIKE DE BRIE OVERSEAS LIMITED-OFFICE RELOCATION-AMENDMENT

"MIKE DE BRIE (OVERSEAS) LIMITED"

Private company with limited liability

Previously, Great Britain, Kemp House 152 City Road, London, EC1V2NX and now transferred to 9050 Gent, Gaston Crommenlaan 4, bus 501, 9th floor.

Registration number of the company: 07333973

**RELOCATION OF REGISTERED OFFICE – AMENDMENT OF THE
ARTICLES OF ASSOCIATION**

THE YEAR TWO THOUSAND THIRTEEN

On

Before us, Mr. Pablo de Doncker, Associate Notary, member of the civil company in the form of a private company with limited liability "Pablo & Pierre de Doncker, Associated Notaries", with registered office in 1000 Brussels, Oude Graanmarkt 51, registered in the register of legal entities of Brussels under number 0820.822.809.

There being held an extraordinary General Assembly of the private company with limited liability "MIKE DE BRIE (OVERSEAS) LIMITED", private company with limited liability, formerly Britain, Kemp House 152 City Road, London, EC1V2NX and now transferred to 9050 Gent, Gaston Crommenlaan 4, bus 501, 9th floor. Registration number of the company: 07333973

OPENING OF THE MEETING

The meeting was opened at



o'clock with **Mr. Paul Di Cieri-Cambon**, born in Montevideo (Uruguay), on 4 April 1970, of American nationality, passport number 452 018 038, residing in Redmond WA 98052 (United States of America, Suite 338, 15127, NE 24th Street; represented by Van der Veken Christine, electing domicile at the office of the associated notaries DE DONCKER in Brussels, Oude Graanmarkt 51, in accordance with the power of attorney.

COMPOSITION OF THE MEETING

Is present and/or represented the following shareholder who declares to own the total of the shares, being the one hundred eighty thousand and three hundred (180,300) shares without nominal value, representing the share capital in the amount of one hundred and eighty thousand and three hundred euro (€180,300.00)

The company under U.S. law, **MIKE DE BRIE LIMITED**, headquartered in Madison, WI 53701-2038, PO Box 2038, registered in the State of Wisconsin on the date of 5 January 1896, under number M081781 and Federal Tax Number 45-3976438.

In this represented by Van der Veken Christine, electing domicile at the Office of the associated notaries DE DONCKER in Brussels, Oude Graanmarkt 51, in accordance with the attached power of attorney.

STATEMENT OF THE CHAIRMAN

The Chairman stated as follows and asks undersigned notary to document the following:

I. - The current General Assembly has as agenda items:

1. Relocation of the registered office of the company at **9050 Gent, Gaston Crommenlaan 4 bus 501, 9th floor.**

2. Amendment of the Articles of Association of the Company to the current code of companies and this as a result of the relocation of the registered office of the company to the Kingdom of Belgium and the aforementioned decisions.

In accordance with Article 112 of the Code of International Private Law, the relocation of the main office of a legal entity of one State to another without interruption in the legal entity when it takes place in compliance with the conditions under which the law of such States permits this.



When a legal entity relocates its main office to the territory of another State, he shall be governed by the law of that State from the date of the relocation.

The company shall present its last two financial statements to the Belgian National Bank within 60 days after registration of the company in Belgium and such to ensure the full disclosure and transparency of the financial position of the company, and also to comply with and implement the laws effect on the protection of creditors in accordance with the applicable regulations in the jurisdiction of origin.

3. Appointment manager.

4. Powers to proceed to coordinate the Articles of Association.

II -. To take part in this meeting, shareholders must comply with the provisions of the Articles of Association;

III -. The company has so far represented a capital of €180,300.00 with 180,300 shares without nominal value.

The above shows that all shareholders are present and therefore the whole of the share capital is represented.

The General Assembly may therefore make a valid decision on the proposed agenda items.

IV -. Each share entitles to one vote.

V. - To be accepted, the proposals must receive three/fourths of the number of votes.

DETERMINATION OF THE VALIDITY OF THE MEETING

The Chairman explains that the sole shareholder and director of the company is present or is represented at this meeting.

The statement of the Chairman is acknowledged as correct by the General Assembly; the latter is validly constituted and proceeds to discuss the agenda items:



PROCEEDINGS:

The General Assembly proceeded to the discussion of and voting on the agenda items.

1. Relocation of the registered office of the company:

It is proposed to the General Assembly to relocate the registered office of the company to **9050 Gent, Gaston Crommenlaan 4 bus 501, 9th floor.**

VOTE:

This decision was taken unanimously.

2. Amendment of the Articles of Association of the Company to the current code of companies and this as a result of the relocation of the registered office of the company to the Kingdom of Belgium and the aforementioned decisions.

Pursuant to Article 112 §1 of the Code of Private International Law, the relocation of the main office of a legal entity of one State to another without interruption in the legal entity when it takes place in compliance with the conditions under which the law of such States permits this.

Pursuant to Article 112 §2 of the Code of Private International Law, the legal entity, from the date of the relocation of its main office, shall be governed by the law of that State to which its main office was relocated.

The company shall present its last two financial statements to the Belgian National Bank within 60 days after registration of the company in Belgium and such to ensure the full disclosure and transparency of the financial position of the company, and also to comply with and implement the laws effect on the protection of creditors in accordance with the applicable regulations in the jurisdiction of origin.

To align the Articles of Association with the Belgian Company Code, it was decided to amend the Articles of Association as follows in Dutch.

I. NAME-REGISTERED OFFICE-OBJECTIVE-TERM**ARTICLE 1:**

The private company with limited liability is called
«MIKE DE BRIE (OVERSEAS)».

ARTICLE 2:

The registered office of the Company is located in **9050 Gent, Gaston**



Crommenlaan 4, bus 501, 9th floor.

It may be transferred to any city in Belgium by simple decision of the managers that are authorized to proceed with the amendment of the Articles of Association that follows from and subject to the provisions on the statutory language regarding such.

Any change must be published in the annexes to the Belgian Official Gazette. By simple decision of the manager branches, agencies, government offices, operating offices, branches and succursalen can also be established both in Belgium and abroad, in the location where they deem such necessary.

ARTICLE 3:

The company's purpose, for its own account or for the account of third parties by way of participation, both in Belgium and abroad:

The wholesale, import and export, as well as online sales of animal skins and hides, and the treatment and processing of these hides and skins.

It may perform all activities and legal transactions which are directly or indirectly related to its purpose.

The company shall be allowed to perform all securities, real property, financial, industrial and commercial operations that are related, similar, equal, useful or consistent with its purpose; likewise she shall be allowed to directly or indirectly participate in all enterprises and companies, by purchase, subscription, contribution, merger, financing or any form of commercial or financial participation, with the insight to extend, promote or facilitate the achievement of its corporate purpose.

The aforementioned list is not descriptive and is not exhaustive.

ARTICLE 4:

The company was established for an unlimited duration.

She shall be allowed to be dissolved by decision of the General Assembly such as at the time of an amendment of the Articles of Association.

The Company shall not be dissolved upon death, resignation, bankruptcy or manifest incapacity of a partner.

II. CAPITAL SHARES

ARTICLE 5:

The share capital is set at €180,300.00.

It is divided into 180,300 shares without indication of nominal value.

The share capital may be increased or reduced in one or several times, subject



to the statutory provisions provided for in the Companies Act.
The completion of the capital increase, if this does not occur simultaneously with the decision to increase the capital, is established by authentic deed.

ARTICLE 6:

The manager (s) is (are) may demand the continued payment of the shares that or not yet fully paid off, according to the needs of the company and he (she) determines (determine) the period of execution.

The member, who fails to deposit the money within fifteen days of the request made by registered letter, shall owe to the Company an interest calculated at the statutory rate and from the date of default until the date of actual payment. The manager (s) may (may) allow the partners to pay their shares before any money convocation.

ARTICLE 7:

The company shares of a company may not be surrendered, under pain of nullity, by order during lifetime or following his death, unless with the consent of at least half of the members at least three-fourths of the capital, after subtraction of the shares of which the transfer is proposed.

However, this permission is not required if the shares are disposed of or transferred:

- 1) to a partner;
- 2) to the spouse of the transferor or the testator;
- 3) from the ancestors or descendants in the direct line;
- 4) to other persons that are accepted by the Articles of Association.

ARTICLE 8:

The shares are indivisible. Each share entitles to one vote, within the limits determined by law. In case of joint ownership, the company recognises only owner per share.

Whenever several people claim ownership of the same shares, such attached rights are suspended until one person is designated as the owner of this share. In case of a split between bare owner and the usufructuary, only the usufructuary shall possess voting rights.

ARTICLE 9:

The heirs and creditors of a company may under no pretext require the sealing of the goods and documents of the company, nor in the least interfere with the deeds of governance.

They must keep, for the purposes of their rights, to the financial statements and to the decisions of the General Assembly.

ARTICLE 10:





The registered shares have a serial number and are registered in a register kept at the registered office of the company where each shareholder or third party may review such.

In accordance with the law, the transfers and transitions are recorded herein. Following the entry in the registry, the associates are issued a certificate as proof thereof.

III. MANAGEMENT AND CONTROL

ARTICLE 11:

The management of the company is entrusted to one or more managers, whether or not companies, who shall be appointed by the General Assembly of the sole shareholder.

*If a legal entity is appointed to manager, he or she shall be obligated to name from its shareholders, managers, directors or employees a permanent representative (**natural person**) who shall be charged with the execution of the office of the director in the name and on behalf of the legal person.*

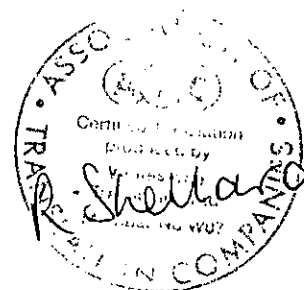
For the appointment and termination of the office of permanent representative the same rules of disclosure apply if he would fulfil this office in his own name and for his own account.

The manager (s) has (have) the most extensive authority to represent the company, to accomplish all management acts and acts of disposal, which under the corporate purpose of Article 3 as previously stated, and which subject to the provisions in all management and disposal actions complies with the Companies Act.

If there are several managers, they shall be able to act separately.

All that is not expressly reserved by law to the General Assembly of the sole member shall be the responsibility of the manager (s).

Namely he (they) may conclude, purchase, sell, exchange, exploit all contracts and agreements, rent or give in rent all movable and immovable property, assign or accept all rental parcels, with or without a promise of sale, conclude all loans, allow all guarantees and pledges, even with mortgage accept all guarantees, grant all discharges and reliefs, allow the emancipation of all writs, opposition, seizures and transfers of any kind, as well as of all privileged and mortgage, retirement or other tenders, renounce all privileges, mortgages rights, resolute actions and any corporate rights, dismiss the mortgages if ex officio registration, before and after payment, determine the use of the available reserve funds, conduct business, enter compromises, take on



social issues, dismissal and appointment of all agents and employees, determine their authorities, their salaries and their contingent guarantees, represent the company in legal proceedings as plaintiff or defendant, as well as perform formalities by the public authorities.

A preliminary list is given as an indication and is not limited.

ARTICLE 12:

The manager (s) has (have) the right to delegate to one or more directors as well as envoys, whether or not members, his (their) authorities and to determine the remuneration of their functions and conclude all employment contracts with the parties involved.

ARTICLE 13:

All deeds that bind the company shall be signed by one or more manager (s) provided there are no specific delegations.

All decisions with respect to deeds, other than executive, shall be filed in a special register of records; all minutes shall be signed by the manager (s).

ARTICLE 14:

The General Assembly of the sole member may grant an annual remuneration to the manager (s) as compensation for his (their) activities that are charged as overhead, regardless of their representation, travel and relocation.

ARTICLE 15:

The control of the operations of the company shall be performed in accordance with the provisions of the Companies Act.

In case the appointment of a Commissioner is not binding, each member shall have the testing and inspection authority and the right to be assisted, at their own expense, by an auditor of his choice.

IV. GENERAL ASSEMBLYS

ARTICLE 16:

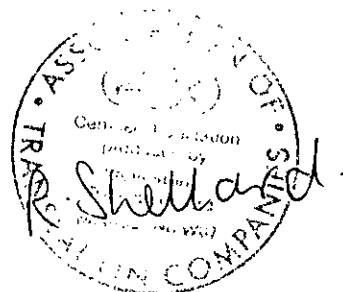
The General Assembly of shareholders, duly constituted, represents all owners of shares.

The legal decisions that are taken shall be binding on all shareholders, including those absent and those who hold a different view.

ARTICLE 17:

If the company has only one shareholder, the latter shall exercise the authorities granted to the General Assembly. He may not delegate such.

The decisions of the sole member, acting in the name and on behalf of the General Assembly, shall be recorded in a register kept at the registered office.



ARTICLE 18:

Every year on the 2nd Tuesday of June, or if that day is a legal holiday, the next working day, Saturday excepted, at the same time, a General Assembly shall be held at the registered office or at any other place specified in the convening notice, to hear the report by the manager (s) and, where applicable, the Commissioner, to approve the financial statement and, in general, to deliberate on all items on the agenda.

The invitations for every General Assembly shall contain the agenda of the topics to be discussed.

They are sent fifteen days before the meeting by registered letter to the shareholders, the bondholders, the commissioners and the managers. Along with the notice of the General Assembly to the shareholders, the bondholders, the board and the managers a copy shall be sent of the documents that must be made available to them under the Companies Act.

At each General Assembly a presence list is maintained.

The managers shall answer the questions asked regarding their report or the agenda items insofar as the communication of information or facts is not of such a nature that it would be detrimental to the company, the partners or the employees of the company.

Upon approval of the financial statement, the General Assembly must decide, by special vote, on the relief of the manager (s) and where appropriate, to the Commissioner.

The governing body has the right during the General Assembly to postpone the decision with respect to the approval of the financial statement for a period of three weeks. This meeting shall not affect the other decisions, unless otherwise decided by the General Assembly thereon.

The next meeting has the right to determine the final financial statement.

ARTICLE 19:

The manager (s) is (are) allowed to convene a special General Assembly whenever the interests of the company require such.

A General Assembly must be convened at the request of shareholders who



together represent at least one/fifth of the share capital.

ARTICLE 20:

Each shareholder may be represented at the General Assembly by a special proxy, whether or not an associate themselves.

The spouse may be represented by the other spouse.

The manager (s) may determine the type of the proxies and he (they) may require that proxies must be filed at least five days before the General Assembly, at the place which he (they) has (have) indicated.

ARTICLE 21:

The General Assembly may only deliberate on the items that are on the agenda. No proposal made by the partners will be discussed if it is not signed by the members who represent one/fifth of the share capital and if it was not disclosed to the manager (s) in time to be included in the invitations.

The shareholders may in writing and unanimously make all decisions within the authority of the General Assembly« with the exception of those which should be made by deed or those in the context of Article 317 of the Companies Act. The decisions are taken by simple majority, which also represents the represented capital, except that what is stated in the provisions of the Companies Act.

In the event of a tied vote, the proposal is rejected.

A secret ballot will take place if such is requested by the majority of the meeting.

ARTICLE 22:

The reports of General Assemblies shall be signed by the members of the bureau and by the partners who wish to.

The copies or extracts of the minutes of the General Assemblies shall be signed by the managers.

V. INVENTORY-FINANCIAL STATEMENT-DISTRIBUTION-RESERVE

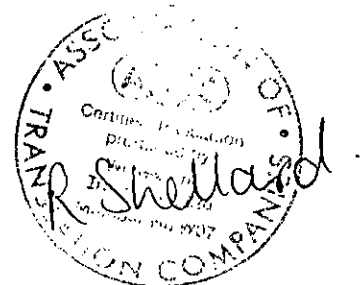
ARTICLE 23:

The financial year runs each year from 1 January to 31 December of the following year.

The books are closed on 31 December of each year. The manager (s) complete (s) an inventory as well as the financial statement as required by law.

ARTICLE 24:

The surplus of the balance, after deduction of the general expenses, the social charges and the depreciation, is the net profit of the company.





First, five percent is deducted from the profit to form the legal reserve. This deduction is no longer required when the legal reserve has reached one/tenth of the registered capital.

After this deduction, the General Assembly shall decide on the distribution of the balance.

No distribution may be made, if at the date of the closing of the last financial year the net assets, as set out in the financial statement, has declined or as a result of such distribution would fall below the amount of the amount deposited, or if it is higher, of the called-up capital, plus any reserves which may not be distributed under the law or the Articles of Association.

VI. DISSOLUTION, LIQUIDATION

ARTICLE 25:

If the General Assembly decides on early dissolution, she shall have the most extensive rights and powers to appoint one or more liquidators, to determine their remuneration and their authorities.

After payment of all debts, charges and expenses of the liquidation or deposit of the associated sums, the net assets shall be divided equally among all shares.

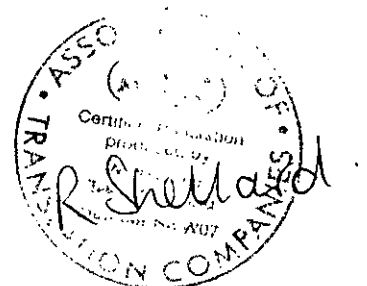
If all shares are not paid in equal proportion, the liquidators shall first restore the balance either by cash withdrawals or by equal instalments.

ARTICLE 26:

The association of all shares in the hand of one person does not dissolve the company.

If this is a legal entity and during the period of one year no new shareholder is added in the company or the company was not dissolved in the meantime, the sole shareholder shall provide the solidary guarantee for all obligations arising after the union of all shares in his hands, as long as no new shareholder was added to the company or until the announcement of the dissolution of the company.

The death of the sole shareholder does not result in the dissolution of the company. Without violating the Companies Act and subject to conflicting Articles of Association, the rights attached to the shares are exercised by the heirs and legatees who have saisie or were given such, in proportion to their rights in the estate, until such shares shall be distributed or until the delivery of legacies relating thereto.



VIII. GENERAL DECISIONS

ARTICLE 27:

Each shareholder, director, officer or agent residing abroad, is obligated to elect domicile in the jurisdiction of the registered office, for all that concerns the implementation of these Articles of Association.

In the event of lack of choice of domicile, this shall be deemed to be the location of the registered office where all summonses, notices and notifications shall be done legally.

ARTICLE 28:

The parties are subject to the provisions of the Companies Act for anything not provided for in these Articles of Association.

VOTE:

This decision was taken with a unanimous vote after having voted by article.

3. Appointment manager:

A General Assembly is proposed to appoint as director of the company and for the duration of the company and subject to dismissal by the General Assembly: The U.S. company **MIKE DE BRIE LIMITED**, with registered office in Madison, WI 53701-2038, PO Box 2038, registered in the State of Wisconsin on the date of 5 January 1896, under number M081781 and Federal Tax Number 45-3976438.

Represented in accordance with Article 61 §2 of the Companies Act, by its permanent representative Mr. **Paul Di Cieri-Cambon**, born in Montevideo (Uruguay), on 4 April 1970, of American nationality, passport number 452 018 038, residing in Redmond WA 98052 (United States of America, Suite 338, 15127, NE 24th Street; represented by **Van der Veken Christine**, electing domicile at the office of the associated notaries DE DONCKER Brussels, Oude Graanmarkt 51 under the attached power of attorney.

The governing body of the company manager shall proceed to the appointment of the permanent representative at her next General Assembly and shall do what is necessary for the publication of this.

VOTE:

This decision was taken unanimously.

4. Authorities:

It is decided to grant the undersigned notary all authorities for the preparation of the coordination of the Articles of Association and to file



such with the clerk of the Commercial Court of Ghent.

VOTE:

This decision was taken unanimously.

RIGHT TO COPIES

The right to receive copies as a result of this deed is ninety-five euros (€ 95.00) on declaration of the executing notary.

STATEMENTS

Each person appearing explains:

- * That his identity is in accordance with what was mentioned above;
- * That he has submitted no request to collective debt to date;
- * That he was not assigned a provisional administrator or legal counsel;
- * That he has not filed a request for judicial reorganisation (under the law on the continuity of enterprises);
- * That he was not assigned a provisional administrator by the Commercial Court;
- * That he is not the subject of a still pending bankruptcy;
- * And, in general, that the management of his property was not taken from him.

ORGANIC LAW ARTICLE 9 §1 subparagraphs 2 et 3

The persons appearing recognise that the executive notary informed them of the right that each party has the free choice to designate another notary or to be assisted by counsel, especially when conflicting interests or unbalanced terms are established.

FINAL PROVISIONS - COSTS

And with nothing more to decide, this meeting closed at three o'clock.

The amount of the costs is or shall be borne by the Company as a result of this deed.



OF WHICH MINUTES

Prepared and file in Brussels at the office.

Date as aforesaid.

And integration and after commented reading, the personas appearing together with us, Notary, have signed after having received a copy on 22 May 2013.

