

NOTARIAL DOCUMENT TWENTY THREE THOUSAND THREE HUNDRED
NINETY SIX

(23,396)

Covering protocolization of the Certificate of Incorporation of the corporation named
MARKUS LIMITED PARTNERSHIP S.A. domiciled in the Republic of Panama.

Panama, October 28, 2005

In the City of Panama, Capital of the Republic and Seat of the Notarial Circuit of the
same name, this twenty-eighth (28th) day of October of the year two thousand five
(2005) before me, Mr. DIOMEDES EDGARDO CERRUD, Notary Public Number Five
of the Circuit of Panama, holder of personal identity certificate number eight one
hundred seventy one three hundred one (8-171-301), personally appeared Messrs.
EDGARDO ELOY DIAZ, male, of age, Panamanian, attorney-at-law, married,
resident of this city, holder of personal identity certificate number seven eighty four
one thousand two hundred thirty four (7-84-1234) and MYRNA DE NAVARRO,
female, of age, Panamanian, businesswoman, widow, resident of this city, holder of
personal identity certificate number eight ninety six six hundred sixty nine (8-96-
669), whom I know, and presented to me for protocolization in this Public Deed, and
I hereby protocolize, the Certificate of Incorporation of the corporation MARKUS
LIMITED PARTNERSHIP S.A. domiciled in the Republic of Panama.

Said document is hereby protocolized as requested and copies shall be issued to
the interested parties upon request.

In this instance appeared before me JAIME EDUARDO ALEMAN, male, of age,
married, attorney-at-law, Panamanian, resident of this city, holder of personal
identity number eight two hundred nine one thousand one hundred ninety three (8-
209-1193), as partner of the law firm ALEMAN, CORDERO, GALINDO & LEE,
whom I know, and requested to record in this Public Deed, as I hereby do, that he
accepts the designation made of said law firm as Resident Agent of the corporation

whose Certificate of Incorporation is protocolized by this Public Deed.

The Notary advised the appearor that a copy of this deed must be recorded, and read as it was in the presence of the instrumentary witnesses Messrs. LUIS RUBEN MORALES, holder of personal identity certificate number eight-ninety two-nine hundred fifty nine (8-92-959) and LUIS MORALES, holder of personal identity certificate number four-one hundred forty four-eight hundred twenty two (4-144-822), of age, Panamanians and residents of this city, whom I know and are qualified to serve, they found it correct, approved it and as evidence all sign before me, the Notary, which I attest.

This Deed in the protocol of this year bears number TWENTY THREE THOUSAND THREE HUNDRED NINETY SIX

(23,396)

(Signed) EDGARDO E. DIAZ MYRNA DE NAVARRO JAIME EDUARDO ALEMAN LUIS RUBEN MORALES LUIS MORALES DIOMEDES EDGARDO CERRUD, Notary Public Number Five of the Circuit of Panama.

CERTIFICATE OF INCORPORATION

OF

MARKUS LIMITED PARTNERSHIP S.A.

Pursuant to the General Corporation Law of the

Republic of Panama

We, the undersigned, desiring to organize a stock corporation pursuant to the provisions of the General Corporation Law of the Republic of Panama, hereby enter into an agreement of organization of such corporation as follows:

1. The name of the corporation is:

MARKUS LIMITED PARTNERSHIP S.A.

-----2. The purposes of the corporation are to establish, transact and carry on the business of an investment company; to purchase, sell and deal in all kinds of commodities, shares of stock, bonds and securities of all kinds; to purchase, sell, lease or otherwise acquire or dispose of real estate; to borrow and loan money, with or without security; to enter into, make, perform and carry out contracts of all kinds; to become surety or guarantee the carrying out and performance of any and all contracts; to engage in any lawful business not prohibited to a corporation; and to do any of the foregoing as principals, agents or in any other representative capacity whatever.-----

-----3. Capital. The capital of the corporation is FIVE THOUSAND DOLLARS (\$5,000.00, legal currency of the United States of America), divided into FIVE HUNDRED (500) shares of a par value of TEN DOLLARS (\$10.00, legal currency of the United States of America), each.----Each share shall be entitled to one vote at all meetings of the stockholders.-----

-----Shares may be issued to bearer or in registered form, as the Board of Directors shall determine, and the Board may permit certificates to bearer to be exchanged for certificates in the name of the owner and vice-versa. Shares may be issued to bearer only if fully paid and non-assessable.-----

-----4. The Stock Register required by law shall be kept at the place fixed by the Board of Directors. The transfer of shares shall be recorded in the Stock Register by the registered holder of the shares or by his proxy duly authorized for such purposes by written power of attorney presented to the Secretary of the company, and by presenting the respective share certificate or certificates. The transfer of shares issued to bearer requires only delivery of the certificate.-----

-----Any shareholder shall have a preferential right to purchase the shares of the corporation that another shareholder wishes to sell, in accordance with the percentage of shares that the respective shareholder owns. For these purposes, any

shareholder who wants to sell his shares shall give thirty (30) days written notice of his intent to the rest of the shareholders, during which time the rest of the shareholders may purchase these shares in accordance with the percentage to which they are entitled. If any or some of the shareholders does not exercise his preferential right, his percentage shall be offered proportionally to the rest of the shareholders. Any shares that may then remain unsold, may be sold by the selling shareholder to a third party, but only on terms not less favorable than had been offered to the other shareholders.

-----5. The domicile of the corporation shall be in the City of Panama, Republic of Panama, but the corporation may, as the Board of Directors determine, engage in business and establish branches anywhere in the world, and keep its records and assets anywhere in the world.

-----6. The duration of the corporation shall be perpetual, but it may be dissolved sooner in accordance with the law.

-----7. Meetings of the Stockholders, for any purpose, may be held in the Republic of Panama or in any other country.

-----Notice of stockholders' meetings shall be given personally or by mail to each stockholder of record entitled to vote at such meeting not less than ten or more than sixty days before such meeting. If the corporation has issued shares to bearer, notice to these stockholders shall be published in a daily newspaper of the Republic of Panama, not less than thirty (30) or more than sixty (60) days prior to the meeting.

-----8. The Board of Directors shall consist of not less than three (3) nor more than seven (7) members. Within said maximum and minimum, the number may be fixed by resolution of the Board. However, at any meeting of the stockholders for the election of Directors, the stockholders may, by resolution, determine the number of Directors to be elected thereat, and the number so determined then

.....
elected.

.....Meetings of Directors may be held in the Republic of Panama or in any other country, and any Director may be represented and vote by proxy or proxies at any and all meetings of Directors.

.....In case of vacancies in the Board of Directors, a majority of the Directors then in office, though less than a quorum, may elect the Directors to fill such vacancies.

.....The powers of the Corporation shall be exercised by the Board of Directors, except such as are conferred or reserved to the stockholders. The Board of Directors, consequently, shall have complete control and total administration of the business of the corporation and may sell, lease, exchange or otherwise dispose of all or part of the corporate assets, including its good will and its corporate franchise, upon such terms and conditions as the Board of Directors may deem expedient, without the need of any authorization therefor by the stockholders of the company. No vote or consent of the stockholders shall be required for the transfer of property in trust or to pledge or mortgage the same, to secure obligations of the company or of third parties, for which a resolution of the Board of Directors shall suffice.

.....9. The Officers of the Corporation shall be a President, a Secretary and a Treasurer. The Stockholders or the Board of Directors may elect from time to time one or more Vice-Presidents, Assistant Treasurers or Assistant Secretaries and other officers, agents and employees as it may deem proper. Any officer may hold more than one office. The President will be the Legal Representative of the corporation.

.....The powers of the officers and their authority to represent the company shall be fixed by the Board of Directors.

.....Registered Agent. The Board of Directors may appoint a Registered Agent in the City of Panama, Republic of Panama, and replace such agent at any time.

.....10. No contract or other transaction between the corporation and any other

corporation shall be affected or invalidated by the fact that any one or more of the Directors of this corporation is or are interested in, or is a Director or officer, or are Directors or officers of such other corporation, and any Director or Directors, individually or jointly, may be a party or parties to, or interested in any contract or transaction of this corporation or in which this corporation is interested, and no contract, act or transaction of this corporation with any person or persons, firms or corporations, shall be affected or invalidated by the fact that any Director or Directors of this corporation is a party or are parties to, or are interested in such contract, act or transaction or in any way related to such person or persons, firms or corporation, and each and every person who may become a Director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or of any firm or corporation in which he might in any way be interested.

---11. Indemnity. Any person who may become a party in any action, suit or proceeding by reason of the fact that he, his testator or intestate, is or was a Director, officer or employee of this corporation or of any corporation which he serves as such at the request of this corporation, shall be indemnified by this corporation against reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such officer, director or employee is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed to be exclusive of any other rights to which such Director, officer or employee may be entitled, apart from statute.

-----12. Amendment of Charter. This Certificate of Incorporation may be amended by resolution setting forth such amendment or amendments, adopted by two thirds at least of all shares represented at a special meeting called for such purpose, or at

a regular meeting if due notice has been given.

TRANSITORY PROVISIONS

A. First Directors. The number of the first Directors shall be three (3) and their names and addresses are as follows:

<u>NAME</u>	<u>ADDRESS</u>
EDGARDO E. DIAZ	East 53rd Street, Marbella, Swiss Bank Building, 2nd Floor, Panama, R. of Panama
MARIA VALLARINO A.	East 53rd Street, Marbella, Swiss Bank Building, 2nd Floor, Panama, R. of Panama
MYRNA DE NAVARRO	East 53rd Street, Marbella, Swiss Bank Building, 2nd Floor, Panama, R. of Panama

B. The Officers of the corporation and the respective offices held by them are as follows:

<u>NAME</u>	<u>OFFICE</u>
EDGARDO E. DIAZ	President
MARIA VALLARINO A.	Secretary
MYRNA DE NAVARRO	Treasurer

C. The Registered Agent of the corporation in the Republic of Panama, until the Board of Directors otherwise provides, shall be the law firm ALEMAN, CORDERO, GALINDO & LEE, domiciled at East 53rd Street, Marbella, Swiss Bank Building, 2nd Floor, Panama, Republic of Panama.

D. Subscription. The number of shares which each subscriber to this Certificate of Incorporation agrees to take is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
EDGARDO E. DIAZ	East 53rd Street, Marbella Swiss Bank Building, 2nd Floor Panama, R. of P.	1

MYRNA DE NAVARRO-----East 53rd Street, Marbella-----
-----Swiss Bank Building, 2nd Floor-----
-----Panama, R. of P.-----1-----

-----IN WITNESS WHEREOF, we have executed and signed this Certificate of
Incorporation, in the City of Panama, Republic of Panama, this twenty-eighth (28th)
day of October in the year two thousand five (2005).-----

(Signed) EDGARDO E. DIAZ-----MYRNA DE NAVARRO-----

-----Certified the first and a true copy of the original document which I issue, seal and
sign in the city of Panama, Republic of Panama, this twenty-eighth (28th) day of
October in the year two thousand five (2005).-----

----- (Seal) (signed) -----

----- DIOMEDES EDGARDO CERRUD -----

----- Notary Public Five -----

Entered in the Public Registry Office of Panama

Province: Panama	Date and hour: 2005/10/28 17:58:22:0
Volume: 2005	Entry: 169514
Prepared by LUIS LOPEZ	I.D. PE-5-871
Voucher No. 2008103846	Fees \$60.00
Entered by JOSAN2	

(Signed) Illegible

(Seal of the Public Registry Office)

Registered in the Information Technological System of the Public Registry Office of
Panama

Mercantile Section, Microjacket 507726 Abbreviation S.A.

Document 864267

Operation: Certificate of Incorporation

182 REPUBLICA de PANAMA
1292 * TIMBRE NACIONAL *
2983  ₡006.00
02 11 05 P.B. 1033

Registration Fees: 50.00

Qualifications Fees: 10.00

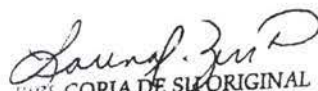
Place and date of Registration: Panama, October 31, 2005.

Signed Illegible

Chief Registrar

The undersigned, Certified Public Interpreter, hereby certifies that the above is a faithful translation from the Spanish document presented to me.

Panama, November 1st, 2005.


FIEL COPIA DE SU ORIGINAL
en Español / Inglés
Lorena S. Zerr Douhet
Traductora Pública Autorizada
TP - 130 del 2/agosto/02

APOSTILLE

(Convention de la Haye du 5 octobre 1961)

Pais PANAMÁ

El presente documento público

2 ha sido firmado por Lorena Zerr

3 quién actúa en cañdad de Traductora

4 y está revestido del sello / timbre de CERTIFICADO

5 en PANAMÁ 6 el día 2 NOV 2005

7 POR dirección administrativa

8 Bajo el número 16378

9 Sello / timbre 10 Firma [Signature]



Esta Autorización no
implica responsabilidad
en cuanto al contenido
del documento