



Articles of Incorporation

- I. Bylaws
- II. Conflict of Interest Policy
- III. State of Delaware Certificate of Incorporation
- IV. First World Hospital Annual Meeting Minutes

**BYLAWS
OF
THE WORLD HOSPITAL, INC.**

ARTICLE 1: NAME AND LOCATION

1.1 NAME: The name of this Corporation is The World Hospital, Inc. (hereinafter referred to as "the Corporation").

1.2 PRINCIPAL OFFICES: The principal office of the Corporation shall be located at:

102 Sweethollow Drive
Bear, DE 19701

The Corporation may also maintain offices at such other locations as the Board of Directors may from time to time determine.

1.3 EFFECTIVE DATE OF ADOPTION OF BYLAWS: These bylaws shall be effective as of the 21st day of March, 2007.

ARTICLE 2: DURATION

The duration of the Corporation shall be perpetual unless otherwise provided for in the Articles of Incorporation.

ARTICLE 3: NONPROFIT PURPOSES

3.1 INCORPORATION OF I.R.C. SECTION 501(c)(3) PURPOSES: This Corporation is organized exclusively for one or more of the tax exempt purposes as specified in Section 501(c)(3) of the Internal Revenue Code. The Corporation shall not be organized or operated for profit and no part of the net earnings of the Corporation shall inure to the benefit of any person or entity.

3.2 EXCLUSIVE CORPORATE PURPOSES: The purposes of the Corporation shall be subject to 3.1 above and subject to the express provisions of the Articles Incorporation.

ARTICLE 4: MEMBERS

4.1 CLASSES OF MEMBERS: The Corporation may admit other persons or entities to membership as provided in the Articles of Incorporation. Subject to the provisions of the Articles of Incorporation, the initial directors shall upon their acceptance be the sole members of the Corporation with the right to vote on changes to the Articles of Incorporation or bylaws. By acceptance, the directors shall be deemed to adopt these bylaws as the initial bylaws of the Corporation.

4.2 ANNUAL MEETINGS: As the Board or Directors so determine in accordance with the applicable state law, the Corporation shall hold an annual meeting for the purpose of transacting such business as may properly come before the meeting.

4.3 SPECIAL MEETINGS: Special meetings of the membership may be called on notice at any time for a specified business purpose upon which such members have the right to vote by the President or one-third (1/3) of the Board of Directors or by the written request of twenty-five percent (25%) of the members of the Corporation entitled to vote thereon.

4.4 PLACE OF MEETINGS The Board or Directors may designate any location within its state of incorporation as the place of meeting for any annual meeting or any special meeting or the membership, or in the absence of such designation, the meeting shall be held at the principal office or the Corporation of the members (unless waived in writing by all those entitled to vote thereon).

4.5 NOTICE OF MEETINGS; WAIVER OF NOTICE: Notice of any annual or any special meeting, stating the purpose or purposes of the meeting, the time, date and place where it is to be held, shall be sent by any appropriate means of written communication not less than ten days nor more than sixty days before the meeting to all members entitled to vote thereat at their last known addresses (if any). Notice of any meeting need not be given to any director or member who signed a waiver of notice or a written consent to holding of such meeting, whether before or after the meeting, or who attends the meeting without protesting, or an approval of minutes thereof. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of such meetings.

4.6 EFFECTIVE ACTION: Unless otherwise provided for herein, the Board or Directors shall determine by amendment to these bylaws what constitutes a quorum for the purposes of taking any action at any annual meeting or special meeting, and/or the persons present and entitled to vote thereon and/or the person voting thereon as required for effective action and the methods by which such vote is to be given and counted for such purpose.

4.7 PARTICIPATION IN MEETINGS: Members of the Board may participate in any meeting through use of conference telephone or other similar communication equipment, as long as all Directors participating in such meetings can hear one another.

4.8 ACTION WITHOUT MEETING: Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such consent or consents shall be filed with the corporate records of the proceedings of the Board.

4.9 ONE VOTE PER MEMBER: Except as otherwise provided in the Corporation's Articles or any amendment hereto, each member of the Board or member shall be entitled to one vote on each matter submitted to a vote of the members.

4.10 ELIGIBILITY TO VOTE: Except as otherwise provided for in the Articles or by the applicable state law or in an amendment hereto, the Board may fix, in advance, a date as the record date for the purpose of determining the members entitled to notice of any of the meetings of members. Such record date shall not be more than sixty (60) days nor less than ten (10) days before the meeting. If no record date is fixed, members at the close of business on the business day preceding the day on which notice is given or, if notice is waived, at the close of the business on the business day preceding the day on which the meeting is held are entitled to notice of the meeting of members. A determination of members entitled to notice of a meeting or members shall apply to any adjournment of the meeting unless the Board fixes a new record date for the adjourned meeting.

ARTICLE 5: BOARD OF DIRECTORS

5.1 INITIAL BOARD: The person(s) listed below shall, upon their acceptance of these bylaws, serve as the initial directors. The initial directors subject to removal, death, incapacity or resignation shall serve until the election and qualification of their respective successors as is provided by the applicable state law.

5.2 RESIGNATION: Any director may resign on giving thirty (30) days advance written notice thereof.

5.3 DUTIES, POWERS AND COMMITTEES

(a) The Board of Directors shall be responsible for the control and management of the affairs, property and interests of the Corporation, including but not limited to, keeping the members adequately informed of activities of the Corporation, and planning and supporting programs and activities consistent with the Corporation's purposes.

(b) The Board of Directors shall appoint officers and appoint committees to assist the Directors in the conduct of the Corporation' affairs.

5.4 MEETINGS: Meetings shall be held at such times regular or irregular intervals of time and at such places as the Board shall fix in advance or as may be called by the President or one-third (1/3) of the Board of Directors on at least 48 hours advance notice.

5.5 QUORUM: Two-thirds (2/3) of Board of Directors shall constitute a quorum for the transaction of business, and all actions of the Board of Directors shall be determined by consensus, or if a consensus cannot be achieved, by a majority vote of those voting. This quorum shall be sufficient except as provided in Article 6.7, and Article 8.

5.6 VACANCIES: Any vacancy in the Board of Directors (whether created by resignation, removal, death or incapacity or by increase in the number of members) may be filled by a majority vote of the remaining directors, at any meeting of the Board of Directors.

5.7 REMOVAL OF DIRECTORS: Any director may be removed from office by a majority vote of the remaining Directors at any meeting at which notice of removal has

been given as hereinafter provided, with or without cause. Any director proposed to be removed shall be entitled to at least ten (10) days advance written notice, with confirmation of receipt thereof, of the proposed removal and of the meeting time and place at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting.

5.8 CHAIR: At all meetings of the Board of Directors, the President or Vice-President, or in their absence, a chair chosen by the directors present shall preside.

5.9 CONFLICT OF INTEREST: If any occasions arise when a member of the Board of Directors or an Officer of the Corporation has or might have a financial interest in or affected by a contract or transaction upon which action is to be or might be taken or withheld by such Board of Directors or a committee thereof, then:

(a) All material facts as to such financial interest shall be disclosed by such member or officer to the members of such Board of Directors or committee prior to their consideration of such contract or transaction. Such disclosure shall be recorded in an annual conflict of interest statement signed by such member and officer or, if not previously disclosed in such statement, when the matter at interest first comes up or should come up for consideration by such Board of Directors or committee.

(b) The member or officer having such financial interest on any matter at the meeting at which such consideration is given shall not vote or use any personal influence in regard to that matter (except that the member may state a position on the matter and respond to questions about it); however, such member or officer may be counted in determining the quorum for the meeting at which the matter is voted upon. The minutes of the meeting shall reflect that the disclosure was made and the abstention from voting.

(c) Subject to such disclosure and abstention in voting and any limitation under the law, these bylaws, and the terms of its appointment as such, the Board of Directors or committee may authorize any contract or transaction in which and any such member or officer has or might have a financial interest in or affected thereby.

5.10 COMPENSATION: A Director or Officer shall receive a salary for his or her services as determined by the Board of Directors except that the Director or Officer who is to receive this salary may not vote in determining the salary to be received.

5.11 NUMBER OF DIRECTORS: This Corporation shall have at least three (3) members of the Board of Directors and no more than twelve (12) members of the Board of Directors.

ARTICLE 6: OFFICERS

6.1 POSITIONS, ELECTION AND TERM OF OFFICE

(a) The officers of the Corporation shall consist of a President, a Secretary, a Treasurer and such other officers with such powers and duties not inconsistent with these Bylaws as may be determined by the Board of Directors.

(b) Officers of the Corporation shall be elected by the Board of Directors.

(c) Each officer shall, subject to removal, resignation, death or incapacity, serve for such term, if any, as is specified by the Board of Directors and until his or her successor shall have been elected and qualified.

6.2 VACANCIES: A vacancy in any office shall be filled for the unexpired by the Board of Directors at any meeting of the Board.

6.3 PRESIDENT: The President shall be the chief executive officer of the Board of Directors, shall have general charge of the business, affairs and property of the Corporation in its day to day operation, and shall do and perform such other duties as may be assigned to him or her by the Board of Directors, and shall be an ex-officio member of all committees.

6.4 VICE-PRESIDENT: If elected, during the absence or disability of the President, the Vice-President shall exercise all the functions of the President and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. If the office of the President should become vacant, the Vice-President shall assume such office for the un-expired term if any be specified. The Vice-President shall have such powers and discharge such duties as may be assigned to him or her from time to time by the Board of Directors. ""

6.5 SECRETARY: The Secretary shall:

(a) Keep or cause to be kept a book of minutes of all the meetings of members and of the Board of Directors and of the Executive Committee, if any;

(b) Cause all notices to be duly given in accordance with the law and the provisions of the Bylaws;

(c) In general, perform all duties incident to the office of the Secretary.

6.6 TREASURER: The Treasurer shall:

(a) Have charge of and supervision over and be responsible for the funds, securities, negotiable instruments, receipts and disbursements of the Corporation;

(b) Keep, or cause to be kept, all the books of account of all the business and transactions of the Corporation in accordance with generally accepted accounting principles;

(c) Render to the President, or the Board of Directors, and to the members, whenever requested, a statement of the financial condition of the Corporation (including the financial interests of its activities) and of all his or her transactions as Treasurer.

(d) In general, perform all duties incident to the office of the Treasurer.

6.7 REMOVAL OF OFFICERS: Any officer may be removed from office by a majority vote of the Board of Directors, at any meeting which notice of removal has been given as hereinafter provided, with or without cause. Any such officer proposed to be removed shall be entitled to at least ten days advance written notice with confirmation of receipt of the proposed removal and of the meeting time and place at which such removal is to be

voted upon and shall be entitled to appear before and be heard at such meeting, but even if a member of the Board, shall not be entitled to vote.

6.8 LIMITATION OF OFFICERS: No officer of the Corporation shall incur any obligation or withdraw any funds or transfer any asset except in the ordinary course of his or her duties and subject to the limitations thereon as may be imposed thereon by the Board of Directors. In any event, unless the Board expressly authorizes no obligation shall be included or withdrawal made or asset transferred except on the signature of the President or Vice President and the signature of the Secretary or Assistant Secretary. At the discretion of the Board, any officer may be required to post a bond for the faithful discharge of his or her duties in such sum and with surety as the Board of Directors determine, the expense of such bonding to be paid by the Corporation.

ARTICLE 7: COMMITTEES

7.1 APPOINTMENT: The Board of Directors may appoint any committees, for any purposes and duration that it deems necessary.

ARTICLE 8: AMENDMENTS

The Board of Directors shall have the power to amend or alter the bylaws by an affirmative vote of two-thirds of the Board of Directors, at any regular or special meeting called for that purpose.

ARTICLE 9: INDEMNIFICATION

The Corporation shall indemnify to the fullest extent permitted by law its officers, directors, employees, agents and other representatives against any loss, liability, cost or expense including attorneys fees in any way arising out of any act or omission taken or omitted in good faith belief that such act or omission was lawful and furtherance of the Corporation's purposes.

ARTICLE 10: DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation in accordance with the law, exclusively for the purposes of the Corporation in such manner or to such organization or organizations organized for substantially the same purpose as this Corporation, as the Board of Directors shall determine.

ARTICLE 11: MISCELLANEOUS

11.1 BANK ACCOUNT: The funds of the Corporation shall be deposited or kept with a bank or trust company selected by the Board of Directors.

11.2 ACCOUNTING YEAR: The ending month of the accounting year of the Corporation shall be the month of December or such other month as the Board of Directors shall determine.

11.3 USE OF CORPORATION NAME: No Director of this corporation shall use the name of the organization for the endorsement or sponsorship of any individual or any issue, event, or organization without the express approval of the Board of Directors.

11.4 PREEMPTION CLAUSE: In the event there is any contradiction between these bylaws and the applicable laws of any state or the applicable laws of the Federal government, the applicable laws of that state or of the Federal government shall preempt these bylaws.

ADOPTED AS OF THE DAY FIRST WRITTEN ABOVE.

A handwritten signature in black ink, appearing to read "M. Ndikum", is written over a horizontal line.

Initial Director, Marinus Ndikum

**CONFLICT OF INTEREST POLICY
THE WORLD HOSPITAL, INC.**

ARTICLE I

Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

ARTICLE II

Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

If a person is an interested person with respect to any entity in the health care system of which the organization is a part, he or she is an interested person with respect to all entities in the health care system.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment or family:

- a. An Ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

ARTICLE III

Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict or interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose
- b. If after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict or interest, it shall take appropriate disciplinary and corrective action.

ARTICLE IV

Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict or interest was present, and the governing board's or committee's decision as to whether a conflict or interest in fact existed.
- b. The names of the persons who were present when discussions and votes relating to the transaction or arrangement, the content or the discussion, including any alternatives to the proposed transaction or arrangement, and a record or any votes taken in connection with the proceedings

ARTICLE V

Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.
- d. Physicians who receive compensation from the Organization, whether directly or indirectly or as employees or independent contractors, are precluded from membership on any committee whose jurisdiction includes compensation matters. No physician, either individually or collectively, is prohibited from providing information to any committee regarding physician compensation.

ARTICLE VI

Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE VII

Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

ARTICLE VIII

Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

The Undersigned, Secretary of this Corporation, hereby certify that Conflict of Interest Policy of this Corporation was duly adopted as of the 24th day of March, 2007.

By: H. Arroyo
Secretary



State of Delaware

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 898
DOVER, DELAWARE 19903

070343253

9530933
123 EZ CORP.
8730 WILSHIRE BLVD.
SUITE 416
BEVERLY HILLS
ATTN: KENT E. SETON

CA 90211

03-22-2007

DESCRIPTION	AMOUNT
THE WORLD HOSPITAL, INC.	
4321902 0102 Incorp Delaware Non-Stock	
Incorporation Fee	15.00
Receiving/Indexing	25.00
Data Entry Fee	5.00
Court Municipality Fee, Wilm.	20.00
Surcharge Assessment-New Castle	6.00
Page Assessment-New Castle Count	27.00
Expedite Fee, 24 Hour	50.00
FILING TOTAL	148.00
TOTAL PAYMENTS	148.00
SERVICE REQUEST BALANCE	.00

STATE of DELAWARE
CERTIFICATE of INCORPORATION
A NON-STOCK CORPORATION

• First: The name of the Corporation is The World Hospital, Inc.

• Second: Its Registered Office in the State of Delaware is to be located at _____

102 Sweetthollow Drive (street), in the City of Bear
County of New Castle Zip Code 19701. The name of the registered agent
is Marinus Ndikum

• Third: The purpose of the corporation is to engage in any lawful act of activity for which
corporations may be organized under the General Corporation Law of Delaware. (If the
corporation is to be a nonprofit corporation, please add: "This Corporation shall be a nonprofit
corporation.")
This corporation shall be a nonprofit corporation. Please see attachment.

• Fourth: The corporation shall not have any capital stock.

• Fifth: The conditions of membership are The conditions of membership shall be stated
in the Bylaws of the the Corporation

*(If the conditions of the membership shall be stated in the by-laws, please state that fact on
the above line.)*

• Sixth: The name and mailing address of the incorporator are as follows:

Name Kent E. Seton
Mailing Address 8738 Wilshire Blvd., Suite 416
Beverly Hills, CA Zip Code 90211

• I, **The Undersigned**, for the purpose of forming a corporation under the laws of the State of
Delaware, do make, file and record this Certificate, and do certify that the facts herein stated
are true, and I have accordingly hereunto set my hand this 12th day of
March, A.D. 20 07

BY: 
(Incorporator)

NAME: Kent E. Seton
(type or print)

STATE of DELAWARE
ATTACHMENT to
CERTIFICATE of INCORPORATION
A NON-STOCK CORPORATION

A. This Corporation shall be a nonprofit corporation. The purpose of the corporation is to engage in any lawful act of activity for which corporations may be organized under the General Corporation Law of Delaware. Furthermore, the purposes for which The World Hospital, Inc. is organized are exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Specifically, this Corporation will educate and provide medical relief to poor, distressed, and underprivileged people in remote portions of Africa.

B. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

C. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office. The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income of assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person.

MINUTES OF
THE FIRST ANNUAL MEETING
OF
The World Hospital, Inc.
A Delaware CORPORATION

The first annual meeting or the initial Director(s) of The World Hospital, Inc. ("Corporation"), was held on March 21, 2007, at 10AM at 102 Sweethollow Drive, Bear, Delaware pursuant to the call by its incorporator, Kent E. Seton.

Marinus Ndikum is hereby qualified and elected as an initial Director of the Corporation. Marinus Ndikum was present and voting and waived all notice of date, time, and place of the meeting and consented to the transaction of any business that might come before the meeting. Such waiver and consent is shown by said Director's signature at the end of these minutes.

The Director(s) reviewed a copy of the Articles of Incorporation and noted that on March 21, 2007, the Articles of Incorporation were filed in the office of the Secretary of State of Delaware. The Corporation's secretary was instructed to cause a true and correct copy of the Articles of Incorporation to be inserted in the minute book.

The Director(s) next considered the appointment of corporate officers. Each of the following persons was appointed to the office preceding his/her name:

President: Marinus Ndikum, President

Secretary: Helen Arroyo, Secretary

Treasurer: Aloysius Chi, Treasurer

The Director(s) next considered an election to amortize the corporation's organizational expenses pursuant to IRS § 248. The following resolution was adopted:

RESOLVED, that the Corporation shall elect to amortize its organizational expenses pursuant to IRS § 248. The officers are directed to take the necessary steps to implement this resolution.

The Director(s) next considered the advantages and disadvantages related to the Corporation entering into an employment contract (5) as designated by the Board of Directors. The following resolution was adopted:

RESOLVED, that the Corporation shall enter into an employment contract(s) " as designated by the Board of Directors.

The Director(s) next considered the appointment of a registered agent and the selection of a registered office address. The following resolution was adopted:

RESOLVED, that Marinus Ndikum is hereby designated as the registered agent of the Corporation. The registered office of the Corporation shall be established and maintained in Delaware.

The Director(s) next considered the appointment of attorneys by the Corporation. The following resolution was adopted:

RESOLVED, that the Corporation hereby may appoint as legal counsel of this Corporation to from time to time certain law firms to perform legal services for the Corporation to the extent agreed upon between the Corporation's officers and that law firm.

FURTHER RESOLVED, that the Corporation hereby shall appoint an accounting firm as the Directors and President shall designate as accountants of this Corporation to from time to time perform accounting services for the Corporation to the extent agreed upon between the Corporation's officers and that accounting firm.

The Director(s) next considered the expenses that have been incurred by certain persons on behalf of the Corporation. The following resolution was adopted:

RESOLVED, that the Corporation shall reimburse said persons who incurred expenses on behalf of this Corporation prior to incorporation including any Directors, shareholders, and/ or other persons who have paid any such expense. The officers are hereby authorized to make such reimbursements on behalf of the Corporation.

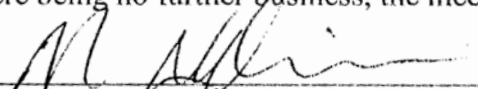
The Director next considered issues related to the day to day business activities of the Corporation. The following resolutions were adopted:

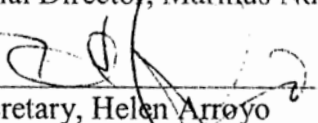
RESOLVED, that for the purpose of authorizing the Corporation to do business in any state, territory, or dependency of the United States or any foreign country in which it is necessary or expedient for this Corporation to transact business, the officers of this Corporation are hereby authorized to appoint and substitute all necessary agents or attorneys for service of process, to designate and change the location of all necessary statutory offices, and to make and file all necessary certificates, reports, powers of attorney, and other instruments as may be required by the laws of such state, territory, dependency, or country to authorize the Corporation to transact business therein.

RESOLVED, that Kent E. Seton as incorporator of this Corporation is hereby relieved all duties and responsibilities in connection thereto.

FURTHER RESOLVED, that the officers shall immediately proceed to carry on the business for which the Corporation was formed.

There being no further business, the meeting was adjourned.

By 
Initial Director, Marthus Ndikum

By 
Secretary, Helen Arroyo